

EXHIBIT D

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*Proposed Co-Counsel to the Special Committee
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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

INTELSAT S.A., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-32299 (KLP)
)
) (Jointly Administered)
)

**APPLICATION OF INTELSAT
CONNECT FINANCE S.A. FOR ENTRY OF
AN ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF WILLKIE FARR & GALLAGHER LLP
AS CO-COUNSEL TO THE SPECIAL COMMITTEE OF INTELSAT
CONNECT FINANCE S.A. PURSUANT TO SECTIONS 327(e), 328(a),
AND 1107(b) OF THE BANKRUPTCY CODE EFFECTIVE AS OF MAY 13, 2020**

Intelsat Connect Finance S.A. (“Intelsat Connect” or the “Debtor”), one of the above-captioned debtors and debtors in possession (the “Debtors”), respectfully states as follows in support of this application (this “Application”):²

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/intelsat>. The location of the Debtors’ service address is: 7900 Tysons One Place, McLean, VA 22102.

² A detailed description of the Debtors and their business, and the facts and circumstances supporting the Debtors’ chapter 11 cases, are set forth in greater detail in the *Declaration of David Tolley, Executive Vice President, Chief Financial Officer, and Co-Restructuring Officer of Intelsat S.A., in Support of Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 6] (the “First Day Declaration”), filed contemporaneously with the Debtors’ voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on May 13, 2020 (the “Petition Date”). Capitalized terms used but not otherwise defined in this Application shall

Relief Requested

1. Intelsat Connect seeks entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**: approving the employment and retention of Willkie Farr & Gallagher LLP (“Willkie”) as co-counsel to render independent services at the sole direction of the special committee of the board of directors of Intelsat Connect (the “Special Committee”), effective as of May 13, 2020, in accordance with the terms and conditions of that certain engagement letter dated as of May 7, 2020 (the “Engagement Letter”), annexed as **Exhibit 1** to the Order; and (b) granting related relief. In support of this Application, Intelsat Connect relies upon and incorporates by reference the declaration of Brian S. Lennon, a partner at Willkie (the “Lennon Declaration”), attached hereto as **Exhibit B**, and the declaration of Michael Foreman, disinterested director of Intelsat Connect (the “Foreman Declaration”), attached hereto as **Exhibit C**.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

have the meanings ascribed to them in the First Day Declaration or as later defined herein, as applicable.

4. The bases for the relief requested herein are sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(a), and rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Background

5. The Debtors (together with their non-Debtor affiliates, the “Company”) operate one of the world’s largest satellite services businesses, providing a critical layer in the global communications infrastructure. As the foundational architects of satellite technology, the Company operates the largest satellite fleet and connectivity infrastructure in the world.

6. Through its global and extra-terrestrial network of satellites and teleports, the Company provides diversified communications services to the world’s leading media companies, fixed and wireless telecommunications operators, data networking service providers for enterprise and mobile applications in the air and on the seas, multinational corporations and internet service providers in the most challenging and remote locations across the globe. The Company is also the leading provider of commercial satellite communication services to the U.S. government and other select military organizations and their contractors. The Company’s administrative headquarters are in McLean, Virginia, and the Company has extensive operations spanning across the United States, Europe, South America, Africa, the Middle East, and Asia.

7. On the Petition Date, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 15, 2020, the Court entered an order granting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

Willkie's Qualifications

8. Intelsat Connect seeks to retain Willkie, at the sole direction of the Special Committee, because of Willkie's experience in, among other areas, financial restructuring, litigation, corporate governance, and corporate finance and transactions. Willkie lawyers have significant experience representing and advising the spectrum of constituents in chapter 11 proceedings, including, debtors, committees, secured and unsecured creditors, independent or disinterested directors, special committees, shareholders, and others, as well as providing advice with respect to fiduciary duties in connection with chapter 11 proceedings.

9. Since its engagement, Willkie has become familiar with the Debtors and various aspects of their financial affairs and reorganization. As such, Intelsat Connect believes that Willkie is well-qualified to represent the Special Committee in an efficient and timely manner.

Services to be Provided

10. Pursuant to the resolution of the board of directors of Intelsat Connect (the "Board of Directors") dated March 27, 2020 (the "Resolutions"), two disinterested directors ("Disinterested Directors") were appointed to the Board of Directors and the Special Committee was established. The Disinterested Directors were appointed to the Special Committee effective April 1, 2020, and constitute the sole members of the Special Committee.

11. The Special Committee has been delegated certain authority, which includes: (a) the tasks of reviewing, negotiating, evaluating, and approving strategic transactions (a "Transaction"); and (b) certain rights, authority, and powers in connection with matters pertaining to a Transaction in which the Special Committee determines in whole or in part may result in Conflict Matters, as defined in the Resolutions (the "Conflict Matters"). To assist the Special Committee in fulfilling its duties under the Resolutions, Intelsat Connect retained Willkie,

pursuant to the Engagement Letter, to render independent services at the sole direction of the Special Committee and to act with respect to Conflict Matters.

12. Intelsat Connect requests authority to retain Willkie to continue to provide such independent legal services as are necessary and requested by the Special Committee and to act with respect to the Conflict Matters. Prepetition, Willkie provided various legal services relating to the Conflict Matters, including, without limitation: (a) reviewing and analyzing historical transactions; (b) reviewing documents in the Debtors' possession; (c) analyzing potential claims held by Intelsat Connect; (d) advising on board matters; and (e) reviewing and advising on actions of the Debtors affecting Intelsat Connect. Willkie's work in connection with any and all Conflict Matters and in connection with reviewing Transactions (collectively, the "Independent Analysis") remains open and will continue during the pendency of these chapter 11 cases.

13. Pursuant to separate retention applications filed with this Court, the Debtors have sought to retain Kirkland & Ellis LLP ("K&E") and Kutak Rock LLP ("Kutak Rock") as general bankruptcy co-counsel to the Debtors. In addition to this Application, Intelsat Connect is also seeking to retain Sands Anderson PC ("Sands Anderson") as co-counsel to the Special Committee. The services rendered and functions performed by Willkie are not duplicative of work performed by K&E, Kutak Rock, Sands Anderson or any other law firm retained by the Debtors and instead are limited to the matters described in the Resolutions.

Professional Compensation

14. Subject to this Court's approval and in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Bankruptcy Rules, and other procedures that may be fixed by the Court, Intelsat Connect requests that Willkie be compensated on an hourly basis and that Willkie receives reimbursement of actual and necessary expenses incurred in connection with its representation of Intelsat Connect in these chapter 11 cases.

Further, Willkie intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, subject to this Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable orders issued by this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Willkie in connection with these cases. In accordance with the terms of the Engagement Letter, Intelsat Connect has agreed to compensate Willkie for the work performed at the sole direction of the Special Committee.

15. Willkie informed Intelsat Connect that, subject to this Court's approval, it will bill at its standard hourly rates, which currently are: \$1,175 to \$1,700 for partners and counsel; \$390 to \$1,150 for associates, other attorneys, and law clerks; and \$265 to \$435 for paralegals.

16. Intelsat Connect believes these rates are consistent with market rates for comparable services, and have been informed that Willkie sets its hourly rates on an annual basis. These hourly rates are subject to periodic adjustments (typically on October 1st of each year) to reflect economic and other conditions. Willkie will provide ten (10) business days' notice of any rate increases to the Disinterested Directors, the Debtors, the United States Trustee for the Eastern District of Virginia (the "U.S. Trustee"), and the Committee.

17. Willkie will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services it provides to the Special Committee and Intelsat Connect. Intelsat Connect understands that Willkie is customarily reimbursed for all expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying services, printing, delivery charges, filing fees, postage, "working" meals, and computer research.

18. As set forth in the Lennon Declaration, prior to the Petition Date, Willkie received a retainer payment (the "Retainer") from Intelsat Connect to provide compensation for

professional services to be performed relating to the Independent Analysis and for the reimbursement of reasonable and necessary expenses incurred pursuant to the Engagement Letter. Willkie applied the Retainer to fees and expenses incurred prior to the Petition Date. Approximately \$160,000 of the Retainer remains, and will be held on account and applied, to the extent allowed by the Court, to the payment of fees for services rendered and the reimbursement of expenses incurred by Willkie in the course of these chapter 11 cases.

No Adverse Interest

19. To the best of the Intelsat Connect's knowledge, except as described in the Lennon Declaration, Willkie does not represent or hold any interest adverse to the Debtors or their respective estates with respect to matters on which Willkie is to be retained.

20. Willkie will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

No Duplication of Services

21. Intelsat Connect believes that the services provided by Willkie will not duplicate the services that other professionals, including Sands Anderson, will be providing to the Debtors in these chapter 11 cases. Intelsat Connect will coordinate with Willkie and the Debtors' other professionals to minimize unnecessary duplication of efforts among the Debtors' professionals. In particular, Willkie will neither act as the Debtors' general bankruptcy counsel in these chapter 11 cases, nor as general bankruptcy counsel to Intelsat Connect.

Basis for Relief

22. Section 327(e) of the Bankruptcy Code provides that a debtor subject to court approval:

[M]ay employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C § 327(e).

23. Moreover, section 1107(b) of the Bankruptcy Code provides that a person is not disqualified for employment under section 327 of the Bankruptcy Code by a debtor-in-possession solely because of such person's employment by or representation of the debtor before the commencement of the case. 11 U.S.C. § 1107(b).

24. Retention of an attorney under section 327(e) does not require the same searching inquiry required for a debtor to retain general bankruptcy counsel under section 327(a). *See Meespierson Inc. v. Strategic Telecom Inc.*, 202 B.R. 845, 847 (D. Del. 1996) (“[S]pecial counsel employed under [section] 327(e) need only avoid possessing a conflict of interest concerning the matter at hand.”).

25. Nevertheless, the phrase “does not represent or hold any interest adverse to the debtor or to the estate” requires a factual determination of “all relevant facts surrounding the debtors’ case, including, but not limited to, the nature of the debtor’s business, all foreseeable employment of special counsel, [and] the expense of replacement counsel. . .” *In re Woodworkers Warehouse, Inc.*, 323 B.R. 403, 406 (D. Del. 2005). In general, however, subject to the requirements of sections 327 and 1107, a debtor-in-possession is entitled to the counsel of its

choosing. *In re Vouzianas*, 259 F.3d 103, 108 (2d Cir. 2001) (observing that “[o]nly in the rarest cases should the trustee be deprived of the privilege of selecting his own counsel”).

A. Willkie’s Retention Is Necessary and Is in the Best Interests of the Debtors’ Estates.

26. Intelsat Connect believes that, in light of Willkie’s experience in complex restructurings and matters involving the satellite industry and its institutional knowledge of the Debtors’ business and particular legal matters in which it represents the Special Committee, it is in the best interests of the Debtors’ estates to retain Willkie. Indeed, if Intelsat Connect is required to retain different counsel to replace Willkie in current matters, Intelsat Connect will need to find, educate, and integrate new counsel in these matters, and expend significant resources in doing so, rather than devoting their time and focus to their reorganization efforts. In this respect, retaining Willkie will avoid unnecessary administrative expenses and delays, result in cost efficiencies, and provide valuable assistance to the Debtors’ efforts to reorganize.

B. Willkie Neither Holds Nor Represents any Interest Adverse to the Debtors.

27. Except as set forth below and in the Lennon Declaration, Willkie, to the best of the Intelsat Connect’s and the Special Committee’s knowledge, information, and belief, does not represent, and does not hold, any interest adverse to the Debtors or their estates, their creditors, or equity security holders, their respective attorneys and accountants, the U.S. Trustee, any person employed by the Office of the U.S. Trustee, or any other party in interest in these chapter 11 cases in the matters for which Willkie is to be retained.

28. Moreover, the lawyers and staff expected to provide services to the Debtors on behalf of Willkie are not related to the U.S. Trustee assigned to these chapter 11 cases, any person employed in the Office of the U.S. Trustee, or the Bankruptcy Judge presiding over these chapter 11 cases.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

29. To implement the foregoing successfully, Intelsat Connect request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that Intelsat Connect has established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

30. Intelsat Connect will provide notice of this Application via first class mail, facsimile or email (where available) to: (a) the United States Trustee for the Eastern District of Virginia, Attn: Kenneth N. Whitehurst III, B. Webb King, Shannon F. Pecoraro, and Kathryn R. Montgomery; (b) the holders of the 40 largest unsecured claims against the Debtors (on a consolidated basis); (c) the indenture trustee for the Intelsat S.A. Senior Convertible Notes and counsel thereto; (d) the indenture trustee for the Intelsat Luxembourg 7.75% Senior Notes and counsel thereto; (e) the indenture trustee for the Intelsat Luxembourg 8.125% Senior Notes and counsel thereto; (f) the indenture trustee for the Intelsat Luxembourg 12.5% Senior Notes and counsel thereto; (g) the indenture trustee for the Intelsat Connect Finance 9.5% Senior Notes and counsel thereto; (h) the indenture trustee for the Intelsat Jackson 5.5% Senior Notes and counsel thereto; (i) the indenture trustee for the Intelsat Jackson 9.75% Senior Notes and counsel thereto; (j) the indenture trustee for the Intelsat Jackson 8.5% Senior Notes and counsel thereto; (k) Pryor Cashman LLP as counsel to the indenture trustees for the Intelsat Jackson 9.5% First Lien Notes and the Intelsat Jackson 8.0% First Lien Notes; (l) Cahill Gordon & Reindel LLP as counsel to the administrative agent under the Intelsat Jackson credit agreement; Winston & Strawn LLP as counsel to the collateral trustee under the Intelsat Jackson credit agreement; (m) Akin Gump Strauss Hauer & Feld LLP as counsel to an ad hoc group of certain prepetition secured parties; (n) Jones Day as counsel to a crossover ad hoc group of term loan lenders and noteholders;

(o) Brown Rudnick, LLP as counsel to certain creditors; (p) Paul, Weiss, Rifkind, Wharton & Garrison LLP and Loyens & Loeff Luxembourg Sarl as counsel to certain noteholders; (q) Davis Polk as counsel to the agent under the DIP Credit Agreement; (r) Orrick, Herrington & Sutcliffe LLP as counsel to an ad hoc group of noteholders; (s) Milbank LLP as counsel to the official committee of unsecured creditors (the “Committee”); (t) the United States Attorney’s Office for the Eastern District of Virginia; (u) the National Association of Attorneys General; (v) the Internal Revenue Service; (w) the offices of the attorneys general for the states in which the Debtors operate; (x) the Securities and Exchange Commission; (y) the Federal Communications Commission; and (z) any party that has requested notice pursuant to Bankruptcy Rule 2002. Intelsat Connect submits that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank]

WHEREFORE, for the reasons set forth herein, in the Lennon Declaration, and in the Foreman Declaration, Intelsat Connect respectfully requests that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Richmond, Virginia
Dated: June 9, 2020

/s/ Michael Foreman
Michael Foreman
Independent Member of the Special Committee
Intelsat Connect Finance S.A.

/s/ C. Thomas Ebel

SANDS ANDERSON PC
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W. Ashley Burgess (VSB No. 67998)
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*Proposed Co-Counsel to the Special Committee
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Exhibit A

Proposed Order

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*Proposed Co-Counsel to the Special Committee
of Intelsat Connect Finance S.A.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

INTELSAT S.A., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-32299 (KLP)
)
) (Jointly Administered)
)

**ORDER GRANTING THE
APPLICATION OF INTELSAT CONNECT
FINANCE S.A. AUTHORIZING THE EMPLOYMENT
AND RETENTION OF WILLKIE FARR & GALLAGHER LLP
AS CO-COUNSEL TO THE SPECIAL COMMITTEE OF INTELSAT
CONNECT FINANCE S.A. PURSUANT TO SECTIONS 327(e), 328(a), AND
1107(b) OF THE BANKRUPTCY CODE EFFECTIVE AS OF MAY 13, 2020**

Upon the application (the “Application”)² of Intelsat Connect Finance S.A. (“Intelsat Connect”), one of the debtors and debtors in possession in the above-captioned case (collectively, the “Debtors”), for entry of an order (this “Order”), (a) authorizing Intelsat Connect to employ and retain Willkie Farr & Gallagher LLP (“Willkie”) as co-counsel to render independent legal services

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/intelsat>. The location of the Debtors’ service address is: 7900 Tysons One Place, McLean, VA 22102.

² Capitalized terms used in this Order but not immediately defined have the meanings given to them in the Application.

at the sole direction of the special committee of the board of directors of Intelsat Connect (the “Special Committee”), effective as of May 13, 2020, in accordance with the terms and conditions set forth in the engagement letter dated May 7, 2020 (the “Engagement Letter”), attached hereto as Exhibit 1; and (b) granting related relief, all as more fully set forth in the Application; and upon the Lennon Declaration attached as Exhibit B to the Application; and upon the Foreman Declaration attached as Exhibit C to the Application; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference* from the United States District Court for the Eastern District of Virginia, dated August 15, 1984, and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth in this Order.
2. Pursuant to sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code, Intelsat Connect is hereby authorized to retain Willkie as co-counsel to the Special Committee, effective

as of May 13, 2020, pursuant to the terms and conditions set forth in the Application and the Engagement Letter.

3. Retention of Willkie pursuant to section 327(e) of the Bankruptcy Code is appropriate given the specific scope of the proposed retention and Willkie's prepetition representation.

4. Willkie shall file interim and final fee applications for allowance of its compensation and reimbursement of its expenses with respect to services rendered in these chapter 11 cases with the Court, in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, this Order, and such other procedures as may be fixed by order of the Court.

5. Willkie shall apply any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court awarding fees and expenses to Willkie.

6. Willkie shall include in its fee applications, among other things, contemporaneous time records setting forth a description of the services rendered by each professional and the amount of time spent on each date by each such individual in rendering services on behalf of Intelsat Connect in one-tenth (.1) hour increments.

7. Prior to any increases in Willkie's rates with respect to this Order and the Application, Willkie shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee, and the Committee, which supplemental affidavit shall explain the basis for the requested rate increase and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds

including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

8. Notwithstanding any provision to the contrary in the Engagement Letter, any dispute relating to the services provided by Willkie shall be referred to arbitration consistent with the terms of the Engagement Letter only to the extent that this Court does not have, retain, or exercise jurisdiction over the dispute, and 28 U.S.C. § 1334(e)(2) shall govern the form for resolving fee disputes.

9. To the extent there is any inconsistency between the terms of the Engagement Letter, the Application, and this Order, the terms of this Order shall govern.

10. The notice requirements of Bankruptcy Rule 6004(a) are deemed waived.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. Intelsat Connect is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

13. Notwithstanding any term in the Engagement Letter to the contrary, this Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Date: _____
Richmond, Virginia

KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY COURT JUDGE

Entered on the docket:

WE ASK FOR THIS:

/s/ C. Thomas Ebel

C. Thomas Ebel (VSB No. 18637)
W. Ashley Burgess (VSB No. 67998)
Eric C. Howlett (VSB No. 82237)
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- and -

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Proposed Co-Counsel to the Special Committee of Intelsat Connect Finance S.A.

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ C. Thomas Ebel

Exhibit 1

Engagement Letter

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-
6000

PRIVILEGED AND CONFIDENTIAL

May 7, 2020

Jeffrey S. Stein, Independent Director
Michael Foreman, Independent Director
Intelsat Connect Finance, S.A.
7900 Tysons One Place
McLean, VA 22102-5972

Re: Representation of Independent Directors of Intelsat Connect Finance, S.A.

Dear Messrs. Stein and Foreman:

Thank you for retaining Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”). This letter is to confirm that Willkie has been retained by Intelsat Connect Finance, S.A. (“Intelsat” or “you” or the “Client”) to render independent legal services at the sole direction of the Special Committee of the Directors formed pursuant to the Written Resolutions of The Board of Directors on Director Appointments and Establishing A Special Committee, dated March 27, 2020, consisting of Mr. Jeffrey Stein and Mr. Michael Foreman (the “Special Committee”) to act with respect to “Conflict Matters” (as that term is defined therein) (hereinafter, the “Engagement”). The purpose of this letter is to confirm the terms of our services to ensure that you and we have a common understanding of the Engagement.

Scope of Engagement

Willkie has been retained to provide advice and representation in connection with the Engagement. The Firm understands that Intelsat and certain of your affiliates have retained general restructuring and corporate counsel that are not directed solely by the Special Committee and the Firm will endeavor not to duplicate any efforts by such counsel. Willkie’s services will not extend to other business, personal, or legal affairs of yours, or to any other aspect of your activities unless instructed and agreed. The Special Committee shall direct our work in this matter on behalf of Intelsat and shall control any attorney-client, work product or other privilege or protection from disclosure in connection with our Engagement. For the avoidance of doubt, because Willkie’s sole client in the Engagement will be Intelsat and will act only at the direction of the Special Committee, this Engagement does not create an attorney-client relationship between Willkie and persons or entities related to Intelsat, including

Willkie Engagement Letter
May 7, 2020
Page 2

individual members of the Special Committee or parents, subsidiaries, affiliates, employees, officers, directors, shareholders or partners.

To avoid any confusion, we wish to point out that the services to be rendered by Willkie will not include any legal advice other than with respect to applicable U.S. law or the law of foreign jurisdictions in which we operate. As part of our Engagement, we will, of course, assist any other counsel or professionals you may retain in connection with these matters.

We expect that in connection with our work for you, you will provide us with clear, timely and accurate instructions; you will provide all documentation required for the matter in a timely manner; and you will review our advice and any documentation we produce carefully to ensure that it is in accordance with your requirements. It is important that you let us know if you think there is any additional information which might be relevant to the matter and may have a bearing on the advice given or document drafted.

During the course of our Engagement, you may seek our professional opinions or beliefs regarding the likely outcome of your legal matters or the likely effectiveness of various courses of action. Any expressions (solicited or otherwise) on our part concerning such possible outcomes or courses of action are expressions of our best professional judgment, but are not guarantees.

Record Retention

We will maintain records in connection with this Engagement in accordance with the Firm's records retention policy, as may be amended from time to time.

Fees and Client Charges

Willkie generally charges for legal services based on the hourly rates of the attorneys and staff performing the work. These rates vary by seniority and experience. At present, the Firm's standard hourly rates range from \$1,175 to \$1,700 for partners and senior counsel, \$390 to \$1,150 for associates, other attorneys and law clerks, and \$265 to \$435 for paralegals. Rates are subject to change generally on an annual basis and such changes are typically effective as of October 1. The applicable rates are those in effect at the time the services are rendered.

The Firm also will bill you for our regular disbursements and other charges incurred in connection with our Engagement, which include such items as duplicating, word processing, long distance telephone, electronic legal research, travel, secretarial overtime and the like. In some situations, we may request an advance for such client charges and disbursements.

Intelsat has agreed, as reflected by the signature of its authorized representative below, to pay our fees and disbursements. Willkie will bill the Intelsat directly.

During the course of our Engagement you may ask us for an estimate of the amount of time and other client charges that will be needed to complete the Engagement or particular tasks. Because of the inherent uncertainties involved in the legal services required by this Engagement, it is not possible to

Willkie Engagement Letter

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make such estimates with reasonable precision. Any estimates that we provide will be based on our experience and various assumptions and will not constitute a maximum or a fixed fee for the costs of our services to you and our actual fees could be higher or lower.

In order to proceed, the Firm requires an initial retainer from Intelsat of \$300,000, which will be applied to the final bill for legal fees and other client charges incurred on the matter. Any balance remaining from such retainer after application will be refunded to Intelsat. The Firm will bill the Intelsat monthly. We expect our statements to be paid promptly after they are submitted.

Payment is due upon receipt of our statements. Payment may be made by wire transfer to Citibank N.A., 153 East 53rd Street, New York, New York 10022, account number 09257961 and ABA number 021000089. Alternatively, payment may be made by check made out to Willkie Farr & Gallagher LLP and sent to us at 787 Seventh Avenue, Attention: 38th Floor, Accounting, New York, New York 10019.

References to Client Name

Consistent with the New York Rules of Professional Conduct, the Firm advises you that it may on occasion reference the Client's name in a context (such as biographies, practice and website descriptions) which may be deemed to constitute lawyer advertising and that by signing a copy of this letter you consent to the Firm's doing so, subject of course to our obligation to preserve client confidences and any other obligation with which lawyers must comply under any applicable disciplinary rules.

Conflicts of Interest

Before we begin representing a particular client, we try to determine whether there are any conflicts of interest that would interfere with our representation of that client's interests. Should we determine in the course of our representation that a conflict has arisen, we will immediately notify you. We similarly ask you to notify us if you become aware of any actual or potential conflicts of interest. If either you or we conclude that our representation should or must be terminated, we will do our best to protect your interests by assisting in providing a smooth transition to new counsel.

Additionally, Willkie represents and in the future will represent many other clients. Some may be direct competitors of one or more Clients or otherwise may have business interests that are contrary to Clients' interests. It is even possible that, during the time we are working for you, an existing or future client may seek to engage us in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such client's interests are or potentially may become adverse to Clients' interests.

Without limiting any of the foregoing, we ask each Client to confirm that (i) Willkie may continue to represent or may undertake in the future to represent any existing or future client in any matter (including, but not limited to, transactions, litigation or other dispute resolutions), even if the interests of that client in that other matter are directly adverse to Client, as long as that other matter is not substantially related to this or our other Engagements on behalf of Client and does not require us to use

Willkie Engagement Letter

May 7, 2020

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proprietary or other confidential information of a non-public nature concerning Client acquired by Willkie as a result of our representation of Client; (ii) Client hereby waives any conflict of interest that exists or might be asserted to exist and any other basis that might be asserted to preclude, challenge or otherwise disqualify Willkie in any representation of any other client with respect to any such matter; and (iii) Client intends for its consent to be effective and fully enforceable, and to be relied upon by Willkie.

Data Privacy and Use of Client Data

In the course of performing our services, the Firm may need to collect and/or process data that it receives from you. By signing below, you consent to the Firm's collection and processing of any data you may provide to us (or authorize to be provided to us) in the course of the Firm's performing our services, including, without limitation, data that may constitute personally identifiable information, and confirm that you are authorized to provide any such data to us (or to have a third party do so). Likewise, you consent to the Firm's transferring any such data to, or accessing such data in, any jurisdiction where the Firm may operate, which includes countries that may not offer comparable levels of data protection. In addition, you consent to the Firm's sending communications, such as updates on legal developments, newsletters, invitations to events, or other messages we believe might be of interest to you, to any email address, postal address or other contact information that you may provide to us. You may unsubscribe at any time by contacting us. All of the foregoing activities are governed by the Firm's privacy policy, which can be found on our website.

Termination

You have the right to terminate the Firm's Engagement upon written notice at any time. The Firm also has the right, subject to professional codes of conduct, to terminate its Engagement, upon written notice, in the event that our statement is not paid in full in a timely manner, or in the event the Firm determines, in its sole discretion, that continuing services to you would be unethical, improper or otherwise inappropriate. The total outstanding amount plus any additional amounts for legal services and other Client charges incurred up to the date of, and subsequently as a consequence of, termination will be immediately due and payable upon presentation of our final statement.

The Engagement will be considered terminated at the earlier of (i) Clients' termination of the Engagement, (ii) Willkie's withdrawal from the Engagement, or (iii) the completion of Willkie's substantive work for the Clients, which, in the absence of a letter notifying you of the completion of the Engagement, shall be presumed to occur six months after the rendition of the final bill.

Dispute Resolution

If you disagree with the amount of our fees or other charges at any time, or if you have any concern as to any other matter related to or arising out of our Engagement, including the nature and quality of our services, please discuss any such questions or concerns with us. In the event any dispute cannot be resolved informally, you agree to resolve any and all disputes with the Firm, or with any of our lawyers or staff arising from or relating to our work for you, including but not limited to disputes over fees and charges or disputes relating to the nature and quality of our services, exclusively through private and

Willkie Engagement Letter
May 5, 2020
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confidential binding arbitration in New York City before three neutral arbitrators. The arbitration shall be administered by JAMS pursuant to its Comprehensive Arbitration Rules and Procedures. The parties shall maintain the confidential nature of the arbitration proceeding and the Award, including the Hearing, except as may be necessary to prepare for or conduct the arbitration hearing on the merits, or except as may be necessary in connection with a court application for a preliminary remedy, a judicial challenge to an Award or its enforcement, or unless otherwise required by law or judicial decision. Judgment on the Award may be entered in any court having jurisdiction. This clause shall not preclude parties from seeking provisional remedies in aid of arbitration from a court of appropriate jurisdiction. This arbitration clause and the rights of the parties hereunder shall be governed by and construed in accordance with the laws of the State of New York, exclusive of conflict or choice of law rules.

We also advise you that in the event of a dispute that cannot be readily resolved, you may have the right to request arbitration in New York City under Part 137 of the Rules of the Chief Administrator of the Office of Court Administration of the New York State Unified Court System or under applicable bar association procedures. By signing this engagement letter, you waive that right and agree to binding private arbitration as provided above.

Careful review of this letter will ensure your understanding of the terms of the Firm's Engagement. Please raise and discuss with me any questions you may have.

This letter shall be binding upon and inure to the benefit of the respective successors and permissible assigns of the Firm and you, as the case may be.

If this letter accurately summarizes the agreement between Willkie and you, please indicate your approval and acceptance by signing the enclosed copy of the letter and returning it to me, along with a check or wire transfer from Intelsat in the amount of \$300,000. However, please note that your instructing us or continuing to instruct us on this matter will constitute your full acceptance of the terms set out above. If you would like to discuss any of these matters, please give me a call.

Sincerely,



Brian S. Lennon

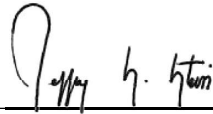
AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

By: _____
Jeffrey S. Stein

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

Willkie Engagement Letter
May 7, 2020
Page 6

AGREED TO AND ACCEPTED THIS
11 DAY OF MAY, 2020

By: 
Jeffrey S. Stein

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

By: _____
Michael Foreman

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

Intelsat Connect Finance, S.A.


By: _____
Michelle Bryan
Deputy Chairman and Secretary

Willkie Engagement Letter
May 7, 2020
Page 6

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

By: _____
Jeffrey S. Stein

AGREED TO AND ACCEPTED THIS
11th DAY OF MAY, 2020

By: _____
Michael Foreman

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

Intelsat Connect Finance, S.A.

By: _____
Michelle Bryan
Deputy Chairman and Secretary

Willkie Engagement Letter
May 7, 2020
Page 6

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

By: _____
Jeffrey S. Stein

AGREED TO AND ACCEPTED THIS
____ DAY OF MAY, 2020

By: _____
Michael Foreman

AGREED TO AND ACCEPTED THIS
11 DAY OF MAY, 2020

Intelsat Connect Finance, S.A.

By: Michelle V Bryan
Michelle Bryan
Deputy Chairman and Secretary

Exhibit B

Lennon Declaration

Brian S. Lennon (*pro hac vice* pending)
Matthew Freimuth (*pro hac vice* pending)
Benjamin P. McCallen (*pro hac vice* pending)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

*Proposed Co-Counsel to the Special Committee
Intelsat Connect Finance S.A.*

C. Thomas Ebel (VSB No. 18637)
W. Ashley Burgess (VSB No. 67998)
Eric C. Howlett (VSB No. 82237)
Klementina V. Pavlova (VSB No. 92942)
SANDS ANDERSON PC
P.O. Box 1998
Richmond, Virginia 23218-1998
Telephone: (804) 648-1636
Facsimile: (804) 783-7291

*Proposed Co-Counsel to the Special Committee
of Intelsat Connect Finance S.A.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

INTELSAT S.A., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-32299 (KLP)
)
) (Jointly Administered)
)

**DECLARATION OF BRIAN S. LENNON
IN SUPPORT OF THE APPLICATION OF INTELSAT
CONNECT FINANCE S.A. FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WILLKIE FARR & GALLAGHER LLP AS CO-COUNSEL TO THE
SPECIAL COMMITTEE OF INTELSAT CONNECT FINANCE S.A.
PURSUANT TO SECTIONS 327(e), 328(a), AND 1107(b) OF
THE BANKRUPTCY CODE EFFECTIVE AS OF MAY 13, 2020**

I, Brian S. Lennon, being duly sworn, hereby state as follows:

1. I am a partner at the firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), which maintains offices for the practice of law at 787 Seventh Avenue, New York, New York 10019, among other domestic and international offices. I submit this declaration (the “Declaration”) in connection with the application (the “Application”)² of Intelsat Connect

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/intelsat>. The location of the Debtors’ service address is: 7900 Tysons One Place, McLean, VA 22102.

² Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

Finance, S.A. (“Intelsat Connect”), one of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), to employ and retain Willkie as co-counsel to render independent services at the sole direction of the special committee of the board of directors of Intelsat Connect (the “Special Committee”), effective as of May 13, 2020, in accordance with the terms and conditions of that certain engagement letter dated as of May 7, 2020 (the “Engagement Letter”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Willkie’s Qualifications

2. Intelsat Connect seeks to retain Willkie as co-counsel, at the sole direction of the Special Committee, because of Willkie’s experience in, among other areas, financial restructuring, litigation, corporate governance, and corporate finance and transactions. Willkie lawyers have significant experience representing and advising the spectrum of constituents in chapter 11 proceedings, including, debtors, committees, secured and unsecured creditors, independent or disinterested directors, special committees, shareholders, and others, as well as providing advice with respect to fiduciary duties in connection with chapter 11 proceedings.

3. Since its engagement, Willkie has become familiar with Intelsat Connect, the Debtors, and the various aspects of their financial affairs and reorganization. As such, Intelsat Connect believes that Willkie is well-qualified to assist the Special Committee in an effective and timely manner. Further, Willkie’s knowledge of complex chapter 11 rules and its extensive practice and knowledge of the Bankruptcy Rules make it substantively ideal to efficiently serve the needs of the Special Committee.

Services to be Provided

4. Pursuant to the resolution of the board of directors of Intelsat Connect (the “Board of Directors”) dated March 27, 2020 (the “Resolutions”), two disinterested directors (“Disinterested Directors”) were appointed to the Board of Directors and the Special Committee

was established. The Disinterested Directors were appointed to the Special Committee effective April 1, 2020, and constitute the sole members of the Special Committee.

5. The Special Committee has been delegated certain authority, which includes: (a) the tasks of reviewing, negotiating, evaluating, and approving a strategic transaction or a series of strategic transactions as determined by the Special Committee (a “Transaction”); and (b) certain rights, authority, and powers in connection with any matters pertaining to a Transaction in which the Special Committee determines may result in, as defined therein (the “Conflict Matters”). To assist the Special Committee in fulfilling its duties under the Resolutions, Intelsat Connect retained Willkie, pursuant to the Engagement Letter, to render independent services at the sole direction of the Special Committee and to act with respect to Conflict Matters.

6. Prepetition, Willkie provided various legal services relating to the Conflict Matters, including, without limitation: (a) reviewing and analyzing historical transactions; (b) reviewing documents in Intelsat Connect’s possession; (c) analyzing potential claims held by Intelsat Connect; (d) advising on board matters; and (e) reviewing and advising on actions of the Debtors affecting Intelsat Connect. Willkie’s work in connection with any and all Conflict Matters and in connection with reviewing Transactions (collectively, the “Independent Analysis”) remains open and will continue during the pendency of these chapter 11 cases.

7. Pursuant to separate retention applications filed with this Court, the Debtors have sought to retain Kirkland & Ellis LLP (“K&E”) and Kutak Rock LLP (“Kutak Rock”) as general bankruptcy co-counsel to the Debtors. In addition to the Application, Intelsat Connect is also seeking to retain Sands Anderson PC (“Sands Anderson”) as co-counsel to the Special Committee. The services rendered and functions performed by Willkie are not duplicative of work performed by K&E, Kutak Rock, Sands Anderson or any other law firm retained by the Debtors.

Willkie's Connections with the Debtors

8. Willkie utilizes a number of procedures ("Firm Procedures") to determine the Firm's relationships, if any, to parties that may have a connection to a client debtor. In implementing the Firm Procedures, the following actions were taken to identify parties that may have connections to the Debtors, and Willkie's relationship with such parties:

- (a) Willkie requested and obtained from the Debtors extensive lists of interested parties and significant creditors (the "Potential Parties in Interest").³ The Potential Parties in Interest include, among others, the Debtors and their non-debtor affiliates, their lenders, equity holders, current and former officers and directors of the Debtors, indenture trustees, customers, taxing authorities, key vendors, the fifty (50) largest unsecured creditors on a consolidated basis, key contract counterparties, banks, insurers, unions, professionals, landlords, utility providers, litigation parties, the Judges of the United States Bankruptcy Court for the Eastern District of Virginia, and employees of the Office of the United States Trustee. A copy of the list of the Potential Parties in Interest searched by Willkie is annexed hereto as Schedule 1.
- (b) Willkie then compared the names of each of the Potential Parties in Interest to the names in its master electronic database of the Firm's current and recent clients (the "Client Database"). The Client Database generally includes the name of each client of the Firm, the name of each party who is or was known to be adverse to the client of the Firm in connection with the matter in which the Firm is representing such client, the name of each party that has, or had, a substantial role with regard to the subject matter of the Firm's retention, and the names of the Firm professionals who are, or were, primarily responsible for matters for such clients.⁴

³ The list of Potential Parties in Interest is expected to be updated during these cases. Willkie continues to review the relationships its professionals may have with Potential Parties in Interest to determine whether any relationships other than those set forth herein exist. As may be necessary, Willkie will supplement this Declaration if it becomes aware of a relationship that may adversely affect Willkie's retention in these cases or discovers additional parties in interest through the filing of statements of financial affairs or statements under Rule 2019. Willkie will update this disclosure if it is advised of any trading of claims against or interests in the Debtors that may relate to Willkie's retention or otherwise requires such disclosure.

⁴ In reviewing its records and the relationships of its attorneys, Willkie did not seek information as to whether any Willkie attorney or member of his/her immediate family: (a) indirectly owns, through a public mutual fund or through partnerships in which certain Willkie partners have invested but as to which such partners have no control over or knowledge of investment decisions, securities of any party in interest; or (b) has engaged in any ordinary course consumer transaction with any party in interest. If any such relationship does exist, I do not believe it would impact Willkie's disinterestedness or otherwise give rise to a finding that Willkie holds or represents an interest adverse to the Debtors' estates.

- (c) Known connections between former or recent clients of the Firm and the Potential Parties in Interest were compiled for purposes of preparing this Declaration. These connections are listed in Schedule 2 attached hereto.

9. As a matter of retention and disclosure policy, I will continue to apply the Firm Procedures as additional information concerning entities having a connection to the Debtors is developed and will file appropriate supplemental disclosures with this Court, if warranted.

Representation of Potential Parties in Interest

10. As a result of the Firm Procedures, I have thus far ascertained that, in each case, upon information and belief, Willkie has the following connections with certain of the Potential Parties in Interest, as listed in Schedule 2 attached hereto and as set forth below:

- (a) Because of its broad-based general practice, Willkie: (i) has appeared in the past and may appear in the future in cases unrelated to these cases where one or more of the Potential Parties in Interest may be involved; and (ii) has represented in the past, currently represents, and/or may represent in the future one or more of said parties or other potentially interested parties or creditors in matters unrelated to the Debtors and these cases.
- (b) Willkie has in the past three (3) years represented the Potential Parties in Interest or their affiliates listed on Schedule 2 hereto. Upon information and belief, and based on information obtained through the Firm Procedures, unless disclosed herein all such matters were unrelated to the Debtors, the Disinterested Directors, and these cases. Willkie may represent such entities in the future in matters unrelated to the Debtors, the Disinterested Directors, and these cases.
- (c) Willkie currently represents or has open matters respecting the Potential Parties in Interest or their affiliates listed on Schedule 3 hereto (the “Current Clients”).⁵ Upon information and belief, and based on information obtained through the Firm Procedures, such matters are unrelated to the Debtors and these cases, unless otherwise noted below. Willkie may continue to represent such entities in the future in matters unrelated to the Debtors and these cases. Of the Current Clients listed in Schedule 3, only AIG Group, BlackRock Advisors, LLC, Bloomberg L.P., Comcast Corporation, J.P. Morgan Chase Bank N.A., KPMG LLP, Metropolitan Life Insurance

⁵ See footnote 4.

Company, and Soros Fund Management, LLC represented 1% or more of Willkie's revenue generated during any of 2017, 2018, or 2019.

- (d) Certain of my partners at Willkie and certain counsel to and associates of Willkie and certain of such persons' relatives may have familial or personal relationships, as well as business, contractual, or economic relationships, with affiliates, officers, directors, creditors or competitors of the Debtors, and/or other Potential Parties in Interest in these cases, although I am unaware of any relationships. To the extent these relationships exist, I do not believe these familial or personal relationships, considered separately or collectively, would be material.
- (e) Certain of my partners at Willkie and certain of the associates and counsel to Willkie and certain of such persons' relatives may directly or indirectly be shareholders of creditors of the Debtors, competitors of the Debtors and/or other Potential Parties in Interest in these cases although I am unaware of any connection. To the extent these relationships exist, I do not believe these shareholders' interests, considered separately or collectively, would be material.
- (f) Willkie currently represents AIG Group and certain of its affiliates ("AIG")⁶ in connection with matters wholly unrelated to the Debtors or these cases. AIG matters represented less than 1.5% of Willkie's revenue in 2019 and less than 1% of Willkie's revenues in 2017 and 2018. Willkie intends to continue to represent AIG on matters unrelated to the Debtors or these cases.
- (g) Willkie currently represents BlackRock Advisors, LLC and certain of its funds ("BlackRock")⁷ in connection with matters wholly unrelated to the Debtors or these cases. BlackRock matters represented approximately 1% of Willkie's revenue in 2018 and less than 1% of Willkie's revenues in 2017 and 2019. Willkie intends to continue to represent BlackRock on matters unrelated to the Debtors or these cases.
- (h) Willkie currently represents Bloomberg L.P. and Michael Bloomberg (collectively, "Bloomberg") on a variety of matters including work relating to litigation, trusts and estates, and Mr. Bloomberg's 2020 presidential campaign. Willkie has not represented Bloomberg in connection with the Debtors or these cases. Bloomberg represented less than 1.5% of Willkie's revenues in 2017, 2018, and 2019. Willkie intends to continue to represent Bloomberg on matters wholly unrelated to the Debtors or these cases.

⁶ The AIG Potential Parties in Interest in these cases are listed as: AIG Europe Limited; AIG Group; AIG Insurance Company China Limited Beijing Branch; AIG Insurance Company JSC; AIG Kenya Insurance Company Ltd.; and AIG Seguros Brasil SA (AON PLC).

⁷ The BlackRock Potential Parties in Interest in these cases include: BlackRock Advisors, LLC; BlackRock Financial Management Inc.; BlackRock Fund Advisors; and BlackRock Institutional Company.

- (i) Willkie currently represents Comcast Corporation and certain of its affiliate (“Comcast”)⁸ in connection with various litigation and regulatory matters. Willkie has not represented Comcast or any of its affiliates listed on the Parties in Interest list in connection with these Debtors or as a creditor or party in interest in any restructuring related matters. Comcast represented 1.5% or less of Willkie’s revenues in 2017, 2018, and 2019. Willkie intends to continue to represent Comcast on matters wholly unrelated to the Debtors or these cases.
- (j) Willkie currently represents KPMG LLP and certain of its affiliates (“KPMG”)⁹ in connection with various litigation and regulatory matters wholly unrelated to the Debtors or these cases. KPMG represented approximately 1% of Willkie’s revenue in 2019 and less than 1% of Willkie’s revenues in 2017 and 2018. Willkie intends to continue to represent KPMG on matters wholly unrelated to the Debtors or these cases.
- (k) Willkie currently represents Level 3 Communications LLC (“Level 3”) in connection with matters wholly unrelated to the Debtors or these cases. Level 3 represented approximately 1.3% of Willkie’s revenue in 2017 and less than 1% of Willkie’s revenues in 2018 and 2019. Willkie intends to continue to represent Level3 on matters wholly unrelated to the Debtors or these cases.
- (l) Willkie currently represents J.P. Morgan Chase Bank, N.A. and certain of its affiliates (“J.P. Morgan”)¹⁰ in connection with matters wholly unrelated to the Debtors or these cases. J.P. Morgan represented approximately 1.8% of Willkie’s revenue in 2019 and less than 1% of Willkie’s revenues in 2017 and 2018. Willkie intends to continue to represent J.P. Morgan on matters wholly unrelated to the Debtors or these cases.
- (m) Willkie currently represents Metropolitan Life Insurance Company and certain of its affiliates (“MetLife”) in general corporate matters. Willkie has not represented MetLife in connection with these Debtors or as a creditor or party in interest in any restructuring related matters. MetLife represented less than 1.5% of Willkie’s revenue in 2017 and less than 1%

⁸ The Comcast Potential Parties in Interest in these cases include: Comcast Corporation; Comcast Cable Communications Management, LLC; Comcast Media (Massachusetts); Comcast Sports; Comcast SportsNet NY; Comcast SportsNet Philadelphia; Comcast SportsNet-Mid Atlantic; Comcast Wholesale; and The Comcast Network (Philadelphia), LLC.

⁹ The KPMG Potential Parties in Interest in these cases include: KPMG AG; KPMG Argentina; KPMG Auditores Independientes; KPMG Hong Kong; KPMG LLP; and KPMG SA.

¹⁰ The J.P. Morgan Potential Parties in Interest in these cases include: J.P. Morgan Investment Management, Inc.; J.P. Morgan Securities, LLC; JP Morgan Asset Management; JP Morgan Chase Bank NA; and JP Morgan Security LLC.

of Willkie's revenues in 2018 and 2019. Willkie intends to continue to represent MetLife on matters wholly unrelated to the Debtors or these cases.

- (n) Willkie currently represents Soros Fund Management, LLC and certain of its affiliates ("Soros") in connection with matters wholly unrelated to the Debtors or these cases. Soros represented approximately 2.3% of Willkie's revenue in 2017, 1.6% of Willkie's revenue in 2018 and less than 1% of Willkie's revenue in 2019. Willkie intends to continue to represent Soros on matters wholly unrelated to the Debtors or these cases.
- (o) Willkie currently represents Pacific Investment Management Company ("PIMCO") in connection with corporate and restructuring matters wholly unrelated to the Debtors or these cases. PIMCO represented significantly less than 1% of Willkie's revenues in 2017, 2018, and 2019. Willkie intends to continue to represent PIMCO on matters wholly unrelated to the Debtors or these cases.
- (p) Willkie currently represents Davidson Kempner Capital Management, L.P. ("DK") in connection with corporate and restructuring matters wholly unrelated to the Debtors or these cases. DK represented less than 1% of Willkie's revenues in 2017, 2018, and 2019. Willkie intends to continue to represent DK on matters wholly unrelated to the Debtors or these cases.
- (q) Willkie currently represents Prudential Investment Management Inc. ("Prudential") in connection with corporate and asset management matters wholly unrelated to the Debtors or these cases. Prudential represented less than 1% of Willkie's revenues in 2017, 2018, and 2019. Willkie intends to continue to represent Prudential on matters wholly unrelated to the Debtors or these cases.
- (r) Willkie currently represents AllianceBernstein L.P. and certain of its affiliates ("AllianceBernstein") in connection with corporate and asset management matters wholly unrelated to the Debtors or these cases. AllianceBernstein represented less than 1% of Willkie's revenues in 2017, 2018, and 2019. Willkie intends to continue to represent AllianceBernstein on matters wholly unrelated to the Debtors or these cases.
- (s) I am a former partner of Kirkland & Ellis LLP. During my time at Kirkland & Ellis LLP, I did not represent Intelsat Connect or any of its debtor and non-debtor affiliates while employed by Kirkland & Ellis LLP.
- (t) Willkie regularly represents the American Institute of Certified Public Accountants (the "AICPA") and certain members thereof ("Independent Managers"). The AICPA is not, to Willkie's knowledge, a party in interest in these cases. As a result of Willkie's representation of the AICPA, however, Willkie has adopted policies respecting Willkie's representation of parties in actions or proceedings against accounting firms. Willkie is not

aware of any accounting issues related to the Debtors, but if any arose, Willkie would need to determine, under the facts and circumstances then present, whether it could represent the Independent Managers in any such action or proceeding. I do not believe that any of the representations or relationships recited above would give rise to a finding that Willkie represents or holds an interest adverse to the Independent Managers with respect to the services for which Willkie would be retained.

11. I do not believe that any of the representations or relationships recited above or listed in Schedule 2 would give rise to a finding that Willkie represents or holds an interest adverse to the Special Committee, the Debtors, or their estates with respect to the services for which Willkie would be retained. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Willkie is not disqualified from acting as counsel to the Special Committee merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to the chapter 11 cases.

12. Accordingly, to the best of my knowledge, Willkie is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, in that Willkie: (a) is not a creditor, equity security holder, or insider of the Debtors; (b) was not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders.

13. Willkie will review its client database periodically during the course of its engagement in these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

14. By reason of the foregoing, I believe Willkie is eligible for employment and retention by Intelsat Connect pursuant to sections 327(e) (as modified by section 1107(b)), 328(a),

330, and 331 of the Bankruptcy Code and the applicable Bankruptcy Rules, and Local Bankruptcy Rules.

Willkie's Compensation

15. Willkie intends to apply for allowance of compensation for professional services and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as in non-restructuring matters, whether in court or otherwise, regardless of whether a fee application is required.

16. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines, and the Local Bankruptcy Rules of this Court, Willkie will bill at its standard hourly rates, which are currently: \$1,175 to \$1,700 for partners and counsel; \$390 to \$1,150 for associates, other attorneys, and law clerks; and \$265 to \$435 for paralegals.

17. Willkie's hourly rates are set at a level designed to compensate Willkie fairly for the work of its attorneys and legal assistants and to cover fixed and routine expenses. The rates and rate structure provided by Willkie are appropriate and reflect the complex and time sensitive nature of the matters Willkie will be handling. Intelsat Connect believes these rates are consistent with market rates for comparable services, and have been informed that Willkie sets its hourly rates on an annual basis. Moreover, the hourly rates that Willkie will use in these chapter 11 cases are the same hourly rates that Willkie uses in non-restructuring matters.

18. These hourly rates are subject to periodic adjustments (typically on October 1st of each year) to reflect economic and other conditions. Willkie will provide notice of any rate increases to the Debtors, the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), and the Committee.

19. In the ninety days prior to the Petition Date, Willkie received a retainer payment (the “Retainer”) in the amount of \$300,000.00 for services rendered to the Special Committee. Willkie has applied these funds to amounts due for services rendered and expenses incurred prior to the Petition Date and after application has approximately \$160,000.00 left of the Retainer. The Retainer will be reconciled against any outstanding balances existing as of the Petition Date. If any amounts, after application of all invoices, are owed to Willkie as of the Petition Date, Willkie will waive (unless otherwise determined by the Court) any claim relating thereto upon entry of a final order approving Willkie engagement herein.

20. Pursuant to Bankruptcy Rule 2016(b), Willkie has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Willkie or (b) any compensation another person or party has received or may receive.

Attorney Statement Pursuant to U.S. Trustee Guidelines

21. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Revised U.S. Trustee Guidelines.

- a. **Question:** Did Willkie agree to any variations from, or alternatives to, Willkie’s standard billing arrangements for this engagement?

Answer: No. Willkie and Intelsat Connect have not agreed to any variations from, or alternatives to, Willkie’s standard billing arrangements for this engagement. The rate structure provided by Willkie is appropriate and is not significantly different from (a) the rates that Willkie charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Willkie professionals in this engagement vary their rate based on the geographic location of the Debtors' chapter 11 cases?

Answer: No. The hourly rates used by Willkie in representing Intelsat Connect are consistent with the rates that Willkie charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Willkie has represented Intelsat Connect in the 12 months prior to the Petition Date, disclose Willkie's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prior to the Petition Date. If Willkie's billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Paragraph 17 discloses the payments received by Willkie from the Debtors prior to the Petition Date. There has been no change in the billing rates, discounts or any other material financial terms from the prepetition period to the postpetition period.

- d. **Question:** Has Intelsat Connect approved Willkie's budget and staffing plan, and, if so, for what budget period?

Answer: Yes, for the period from May 13, 2020 through June 30, 2020.

No Duplication of Services

22. Willkie believes that the services provided to Intelsat Connect will not duplicate the services that other professionals will be providing to the Debtors in these chapter 11 cases. Specifically, Willkie will carry out unique functions and will use reasonable efforts to coordinate with the Debtors and the other professionals retained in these chapter 11 cases to avoid the unnecessary duplication of services.

23. By reason of the foregoing, I believe Willkie is eligible for employment and retention by the Special Committee pursuant to sections 327(e) (as modified by sections 1107(b)), 328(a), 330, and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, and Local Bankruptcy Rules.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 9, 2020
New York, New York

/s/ *Brian S. Lennon*

Brian S. Lennon

Partner

Willkie Farr & Gallagher LLP

Schedule 1

Parties in Interest List

Known Affiliates

Access PAS France	Intelsat Connect Finance SA
Access PAS Germany	Intelsat Corp.
AccessPAS Inc.	Intelsat Cosmos LLC
EUROPE*STAR Gesellschaft für	Intelsat de Colombia SA
Satellitenkommunikation mbH	Intelsat Envision Holdings LLC
G2 Satellite Solutions	Intelsat Finance Bermuda Ltd.
Galaxy 11 Holding Co. Inc.	Intelsat Finance Nevada
Galaxy 12 Holding Co. Inc.	Intelsat Finance Nevada LLC
Galaxy 13 Holding Co. Inc.	Intelsat France SAS
Galaxy 14 Holding Co. Inc.	Intelsat Galaxy
Galaxy 15 Holding Co. Inc.	Intelsat General
Galaxy 16 Holding Co. Inc.	Intelsat General Communications LLC
Galaxy 17 Holding Co. Inc.	Intelsat Genesis GP LLC
Galaxy 18 Holding Co. Inc.	Intelsat Genesis Inc.
Galaxy 3C Holding Co. Inc.	Intelsat Germany GmbH
Horizons-1 Satellite LLC	Intelsat Global Holdings SA
Horizons-2 Satellite LLC	Intelsat Global SA
Horizons-3 Japan Branch	Intelsat Global Sales & Marketing Ltd.
Horizons-3 License LLC	Intelsat Global Sales & Marketing Ltd.
Horizons-3 Satellite LLC	(UAE Branch)
IGS LLC (Korea Branch)	Intelsat Global Service LLC
Intelsat UK Financial Services Ltd.	Intelsat Global Services LLC
Intelsat (Bermuda) Ltd.	Intelsat Global Subsidiary SA
Intelsat (Gibraltar) Ltd.	Intelsat Holding Corp.
Intelsat (Luxembourg) Finance Co. SARL	Intelsat Holdings LLC
Intelsat (Luxembourg) SA	Intelsat Holdings Ltd.
Intelsat (Poland) Sp. Zoo	Intelsat Holdings SA
Intelsat (Poland) Sp. Zoo (Luxembourg	Intelsat Horizons-3 LLC
Branch)	Intelsat India
Intelsat Africa (Pty.) Ltd.	Intelsat India Pvt. Ltd.
Intelsat Align SARL	Intelsat Intermediate Holding Co. SA
Intelsat Alliance LP	Intelsat Intermediate LLC
Intelsat Asia (Hong Kong) Ltd.	Intelsat International Employment Inc.
Intelsat Asia Carrier Services Inc.	Intelsat International Systems LLC
Intelsat Asia Carrier Services LLC	Intelsat Investment Holdings SARL
Intelsat Asia Pty. Ltd.	Intelsat Investments SA
Intelsat Asia Pty. Ltd. (Philippines Branch)	Intelsat Ireland Operations Ltd.
Intelsat Australia Pty. Ltd.	Intelsat Ireland Operations Unlimited Co.
Intelsat Brasil Ltda.	Intelsat Israel Ltd.
Intelsat Brasil Servicos de Telecomunicacao	Intelsat Jackson Holdings Ltd.
Ltda.	Intelsat Jackson Holdings SA
Intelsat Canada ULC	Intelsat Kommunikations GmbH
Intelsat China (Hong Kong) Ltd.	Intelsat License Holdings LLC
Intelsat Clearinghouse LLC	Intelsat License LLC

Intelsat LLC
Intelsat Ltd.
Intelsat Luxembourg Investment SARL
Intelsat Management LLC
Intelsat Marketing India Pvt. Ltd.
Intelsat New Dawn (Gibraltar) Ltd.
Intelsat New Dawn Co. Ltd.
Intelsat North America LLC
Intelsat Norway AS
Intelsat Operations SA
Intelsat Peru
Intelsat Phoenix Holdings SA
Intelsat Properties Corp.
Intelsat Riverside Teleport Corp.
Intelsat SA
Intelsat Satellite Communications Ltd.
Intelsat Satellite Galaxy 17 Inc.
Intelsat Satellite Galaxy 18 Inc.
Intelsat Satellite Is 11 Inc.
Intelsat Satellite IS 14 Inc.
Intelsat Satellite LLC
Intelsat Senegal SARL
Intelsat Service & Equipment Corp.
Intelsat Service & Equipment LLC
Intelsat Service and Equipment Corp.
Intelsat Singapore Pte. Ltd.
Intelsat Subsidiary (Gibraltar) Ltd.
Intelsat Subsidiary Holding Co. SA
Intelsat US Finance LLC
Intelsat US LLC
Intelsat USA Licensee LLC
Intelsat USA Sales LLC
Intelsat Venezuela
Intelsat Ventures SARL
Intelsat Virginia Holdings LLC
International Systems LLC
IS 11 Holding Co. Inc.
IS 14 Holding Co. Inc.
Mountainside Teleport LLC
NeTune Communications Inc.
New Dawn Distribution Co. Ltd.
New Dawn Satellite Co. Ltd.
PanAmSat Africa Pty. Ltd.
PanAmSat Asia Carrier Services Inc.
Panamsat Capital Corp.
Panamsat Communications Japan Inc.

PanAmSat Corp.
PanAmSat De Mexico S. de RL de CV
PanAmSat Do Brasil Ltda.
Panamsat Europe Corp.
PanAmSat Europe Ltd.
PanAmSat France
PanAmSat France SAS
PanAmSat H2
PanAmSat H-2 Licensee LLC
Panamsat India Inc.
PanAmSat India LLC
Panamsat India Marketing LLC
Panamsat International Holdings LLC
Panamsat International Sales Inc.
Panamsat International Sales LLC
Panamsat International Systems Marketing
LLC
PanAmSat Licensee Corp.
PanAmSat Licensee LLC
PanAmSat LLC
Panamsat Satellite Europe Ltd.
PanAmSat Satellite Galaxy 10R Inc.
PanAmSat Satellite Galaxy 11 Inc.
PanAmSat Satellite Galaxy 12 Inc.
PanAmSat Satellite Galaxy 13 Inc.
PanAmSat Satellite Galaxy 14 Inc.
PanAmSat Satellite Galaxy 15 Inc.
PanAmSat Satellite Galaxy 16 Inc.
PanAmSat Satellite Galaxy 17 Inc.
PanAmSat Satellite Galaxy 18 Inc.
PanAmSat Satellite Galaxy 1R Inc.
PanAmSat Satellite Galaxy 3C Inc.
PanAmSat Satellite Galaxy 3R Inc.
PanAmSat Satellite Galaxy 4R Inc.
PanAmSat Satellite Galaxy 5 Inc.
PanAmSat Satellite Galaxy 9 Inc.
PanAmSat Satellite HGS 3 Inc.
PanAmSat Satellite HGS 5 Inc.
PanAmSat Satellite Leasat F5 Inc.
PanAmSat Satellite PAS 10 Inc.
PanAmSat Satellite PAS 1R Inc.
PanAmSat Satellite PAS 2 Inc.
PanAmSat Satellite PAS 3 Inc.
PanAmSat Satellite PAS 4 Inc.
PanAmSat Satellite PAS 5 Inc.
PanAmSat Satellite PAS 6B Inc

PanAmSat Satellite PAS 7 Inc.
PanAmSat Satellite PAS 8 Inc.
PanAmSat Satellite PAS 9 Inc.
PanAmSat Satellite SBS 6 Inc.
Panamsat Services Inc.
PanAmSat Sistemas De Comunicacao Dth
Do Brasil Ltda.
PAS 10 Holding Co. Inc.
PAS 1R Holding Co. Inc.
PAS 5 Holding Co. Inc.
PAS 7 Holding Co. Inc.
PAS 8 Holding Co. Inc.
PAS 9 Holding Co. Inc.
PAS International Employment Inc.
PAS International LLC
SAF (Le 310)
Sonic Telecom Ltd. UK
Southern Satellite Corp.
Southern Satellite Licensee Corp.
Southern Satellite Licensee LLC
Southern Satellite LLC
Southern Satellite LLC (Argentina Branch)
Southern Satellite LLC (Peru Branch)
Ushi LLC
Wpcom S de RL de CV
Zeus Merger One Ltd.
Zeus Merger Two Ltd.
Zeus Special Subsidiary Ltd.

Bankruptcy Judges

Hon. Keith L. Phillips

Hon. Kevin R. Huennekens

Bankruptcy Professionals

Alvarez and Marsal
Kekst and Company
Kirkland & Ellis LLP
Kutak Rock
PJT Partners LP

Banks/Lenders/UCC Lien Parties/Administrative Agents

1832 Asset Management, L.P.	Barings, LLC
Aberdeen Standard Investments (U.S.)	Beach Point Capital Management Lp
Abry Partners Llc	Beach Point Capital Management, L.P.
ABRY Partners, LLC	Benefit Street Partners L.L.C.
AEGON USA Investment Management, LLC	Benefit Street Partners Llc
Aequim Alternative Investments, L.P.	Benefit Street Partners, LLC
Alcentra Limited	BlackRock
Alcentra NY LLC	BlackRock Advisors, LLC
AllianceBernstein Holding LP	Blackrock Advisors, Llc
Alliancebernstein L.P	BlackRock Financial Management Inc
AllianceBernstein, L.P. (U.S.)	BlackRock Institutional Trust Company, NA
Allianz Global Investors U.S., LLC	BlueBay Asset Management, LLP
Allianzgi Global Investors	BMO Asset Management U.S.
Allstate Investment Management Company	BMO Capital Markets
Allstate Investments, LLC	Bnp Paribas
Allstate Life Insurance Company	BNP Paribas Securities Corporation
Amundi Pioneer Asset Management, Inc.	Boston Management and Research
Angelo Gordon & Company LLP	Brean Asset Management, LLC
AngelPoint Asset Management	Brigade Capital Management, L.P.
Antara Capital LP	BVK- Beamtenversicherungskasse des Kantons Zurich
Apg Asset Management	Calamos Advisors, LLC
APG Asset Management US, Inc.	Calamos Asset Management Inc
Apollo Capital Management LP	Capital Research & Management Company (U.S.)
Apollo Credit Management, LLC	Capital Research And Management Company
Apollo Global Management, LLC	Carlson Capital LP
Apollo Capital Management, L.P	Cedarview Capital Management
Appaloosa, L.P.	Ci Investments Inc.
Arena Capital Advisors, LLC	CI Investments, Inc.
Ares Management Corporation	Citibank
Ares Management Llc	Citibank N.A.
Ares Management, LLC	Citibank N.A. – Korea Branch
Aristeia Capital, LLC	Citibank N.A. Banamex
Aurelius Capital Management, LP- FM	Citibank, N.A.
Aviva Investors Americas, LLC	Citigroup Global Markets, Inc.
Bain Capital Credit Lp	Columbia Management Investment Advisers, LLC
Bain Capital Credit, L.P.	Credit Suisse AG
Bank of America	Credit Suisse Alternative Capital, LLC
Bank of America N.A.	Crescent Capital Group LP
Bank Of America, N.A.	Davidson Kempner Capital Management, L.P.
Bank of Nova Scotia, The	
Barclays Bank PLC	
Barclays Bank Plc	
Barclays Capital, Inc.	

DBX Advisors, LLC
Deutsche Bank AG New York Branch
Deutsche Bank Ag New York Branch
Deutsche Investment Management Americas
Deutsche Bank AG, London
Discovery Capital Management, LLC
Doubleline Capital Lp
DoubleLine Capital, L.P.
DW Partners, L.P.
DWS Investment Management Americas, Inc.
Eaton Vance (Funds)
Eaton Vance Management
Eaton Vance Management Inc
ECO Management LP
Employees Retirement System of Texas
Empyrean Capital Partners, L.P.
Federated
Federated Investment Management Company
Fidelity Management & Research Company
Fisch Asset Management AG
FMR LLC
Fort Washington Investment Advisors, Inc.
Franklin Advisers, Inc.
Franklin Mutual Advisers LLC
FS KKR Capital Corp.
Garland Business Corp
Geode Capital Management, LLC
GMO LLC
GoldenTree Asset Management, L.P. (U.S.)
Goldman Sachs Asset Management
Goldman Sachs Asset Management LP
Goldman Sachs Asset Management, L.P. (U.S.)
Goldman Sachs Bank USA
Goldman Sachs Lending Partners
GSO / Blackstone Debt Funds Management, LLC
Guardian Investor Services Llc
Guardian Investor Services, LLC
Harbert Management Corporation
Heights Capital Management, Inc.
HG Vora Capital Management LLC
Highbridge Capital Management, LLC
Highland Capital Management LP

HSBC Bank USA
HSBC Global Asset Management (USA), Inc.
HSBC Trinkaus & Burkhardt AG
Invesco Advisers, Inc.
Invesco Canada Ltd.
Invesco Capital Management, LLC
Invesco Senior Secured Management Inc
Invesco, Ltd
Ivy Investment Management Co
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
Janus Capital Management, LLC
JP Morgan Asset Management
JPMorgan Asset Management
Jpmorgan Chase Bank, N.A.
JPMorgan Chase Bank, National Association
JPMorganCC
KDP Asset Management Inc
KKR Asset Management LLC
Kkr Credit Advisors (Us) Llc
KKR Credit Advisors (US), LLC
KKR FI Advisors LLC
Kohlberg Kravis Roberts & Co
Littlejohn & Co., LLC
Loews Corp
Loews Corp. (Asset Management)
Loomis Sayles & Company, L.P.
Lord, Abbett & Co., LLC (Asset Management)
Mackay Shields Llc
MacKay Shields, LLC
Macquarie Capital Group Limited
Manulife Asset Management (US) LLC
Manulife Investment Management (U.S.), LLC
Marathon Asset Management, L.L.C.
Mason Street Advisors, LLC
Mellon Investments Corporation
Melqart Asset Management (UK), Ltd
Metropolitan West Asset Management
MFS Investment Management
MidOcean Credit Partners
Mitsubishi UFJ Financial Group
Mizuho

Morgan Stanley & Company, LLC
Morgan Stanley Bank National Association
Morgan Stanley Investment Management Inc.
Morgan Stanley Senior Funding, Inc.
MSD Capital
Muzinich & Co
Muzinich & Company, Inc.
Napier Park Global Capital (US), L.P.
National Bank of Canada
Neuberger Berman Fixed Income LLC
Neuberger Berman Group Llc
Neuberger Berman Investment Advisers LLC
Neuberger Berman Investment Advisers, LLC
Neuberger Berman LLC
New Generation Advisors, LLC
New York Life Investment Management LLC
New Generation Advisors, LLC
Newfleet Asset Management LLC
NNIP Advisors B.V.
Nokota Management, L.P.
Nomura Corporate Research and Asset Management, Inc. (U.S.)
Northern Trust Investments, Inc.
Novo Banco
Nykredit Asset Management A/S
Oaktree Capital Management Lp
Oaktree Capital Management, L.P.
Observatory Capital Management, LLP
Octagon Credit Investors LLC
Omega Advisors, Inc.
Pacific Investment Management Company LLC
Pacific Life Fund Advisors Llc
Pacific Life Fund Advisors, LLC
Park Avenue Institutional Advisers
Pentwater Capital Management, L.P.
PGIM Inc.
PGIM, Inc.
Phoenix Investment Adviser, LLC
PIMCO
Pinebridge Investments Llc
PineBridge Investments, LLC

PointState Capital, L.P.
Ppm America Inc
PPM America, Inc.
Principal Global Investors, LLC
Providence Equity Partners Inc
Providence Equity Partners LLC
Prudential Investment Management Inc
Putnam Advisory Company LLC
Putnam Investment Management, LLC
Putnam Investments
RBC Capital Markets, LLC
RBC Dominion Securities, Inc.
Redwood Capital Management, LLC
Redwood Capital Management, Llc
Royal Bank of Canada
Royal London Asset Management, Ltd
RP Investment Advisors, L.P.
Schroder Investment Management North America, Inc.
Scotia Capital, Inc.
SEB Investment Management AB
Seix Investment Advisors LLC
Sentinel Dome Partners Llc
Sentinel Dome Partners, LLC
SG Americas Securities, LLC
Shenkman Capital Management, Inc.
Signature Bank
Silverback Asset Management, LLC
SKY Harbor Capital Management, LLC
Snowcat Capital Management Lp
Snowcat Capital Management, L.P.
Societe Generale
Solus Alternative Asset Management Lp
Solus Alternative Asset Management, L.P.
Soros Fund Management, LLC
Sound Point Capital Management LP
Spring Creek Investment Management
State Street Global Advisors (SSGA)
Stone Harbor Investment Partners Lp
Stone Harbor Investment Partners, L.P.
SunTrust Bank
Symphony Asset Management Llc
Symphony Asset Management, LLC
T. Rowe Price Associates Inc
T. Rowe Price Associates, Inc.
TBK Bank, SSB

TCW Asset Management Company
TCW Investment Management Company
The Guardian Life Insurance Company of
America
Third Point, LLC
Thornburg Investment Management
Thrivent Asset Management Llc
Thrivent Asset Management, LLC
Thrivent Financial
TIG Advisors, LLC
UBS Asset Management (Americas) Inc.
UBS Loan Finance
UBS Securities, LLC
Universal-Investment-Gesellschaft mbH
Us Bank
USAA Capital Corporation
Varde Partners
Victory Capital Management, Inc.
Virtus Group LP
Voya Investment Management, LLC
Waterfall Asset Management, LLC
Wellington Management Company, LLP
Wells Capital Management Inc
Wells Capital Management, Inc.
Wells Fargo Securities, LLC
Western Asset Management Company
Whitebox Advisors, LLC
York Capital Management LP

Bondholders – Indentured Trustee

Bank Of America, N.A
BOK Financial, N.A.
Credit Suisse Securities (USA) LLC
Delaware Trust Company
Fenner & Smith Inc
JP Morgan Security LLC
Merrill Lynch
Pierce
U.S. Bank National Association
US Bank, NA
Wells Fargo Bank, NA
Wilmington Savings Fun Society, FSB
Wilmington Trust, NA
Wilmington Trust, National Association

Customers

A&E Television Networks LLC
Aastha Broadcasting Network Ltd.
ABC Inc.
ABS-CBN Global Ltd.
Accelerated Media Technologies Inc.
Actualidad Media Group LLC
Administración Nacional de
Telecomunicaciones
Adore Technologies Pte. Ltd.
Advert Bureau Co. Ltd.
Africa Digital Network Ltd.
Africa Media Group Ltd.
Africa Mobile Network Communication
Ltd.
Africa Mobile Networks Cameroon SARL
Africa Mobile Networks GB SARL
Africa Mobile Networks Guinee SARL
Africa Mobile Networks Liberia Inc.
Africa Mobile Networks Ltd.
Africa Mobile Networks Zambia Ltd.
Africa Online Operations Ltd. (Mauritius)
Africable Network SA
Afrique Telecom SA
AG Radio Holding SRL
Air Traffic & Navigation Services SL
Airbus Defence and Space SAS
Airtel Congo RDC SA
Airtel Congo SA
Airtel Madagascar SA
Airtel Networks Kenya Ltd.
Airtel Networks Ltd.
Airtel Seychelles Ltd.
Airtel Tchad SA
Al Harbi Telecom Co.
Al Jazeera Channel Newsgathering
Al Jazeera English Doha
Aldea Solutions Inc.
Aljeel Aljadeed for Technology
Altitude Sports & Entertainment LLC
Amagi Corp.
AMC Network Entertainment LLC
AMC Networks Broadcasting & Technology
American Broadcasting Cos.
American National Red Cross

Andesat Peru SAC
Andesat SA
Andina de Radiodifusion (Peru)
Antena Uno Canal 6 SRL
Antenna Technology Communications Inc.
Antrix Corp. Ltd.
Anylink Argentina SA
Apt Mobile Satcom Ltd.
ARK Multicasting Inc.
Arqiva Asia
Arqiva Communications Ltd.
Arqiva Ltd.
Arqiva SAS
Arqiva Satellite and Media
Arte Radio Televisivo Argentino SA
Aruji Co. Ltd.
Asecna BZV
Asia Pacific Communication Specialist PNG
Ltd.
Asia Today Ltd.
Asix Asia Satellite Internet Exchange Ltd.
Asociacion Civil Religiosa Diospi Suyana
Asociacion Cultural Bethel
Asociacion Evangelistica Cristo Viene Inc.
Associated Press Inc., The
AT TV Inc.
AT&T Corp.
AT&T Inc.
AT&T Sports Networks LLC
Audacy Corp.
Audio Video SA de CV
Audiovisuales Mediapro Mexico SA de CV
Australian Broadcasting Corp.
Australian Defence Force
Av-Comm Pty. Ltd.
Avt Channels Pte. Ltd.
AVW Ltd.
Axesat Peru SAC
Axesat SA
Azercosmos OJSCO.
Bangladesh Telecommunications Co. Ltd.
Banque Centrale des Etats de L'Afrique de
L'Ouest
Basic Solutions Corp.

Baud Telecom Co.
BBC Global News Ltd.
BeINSport France
Belgacom International Carrier Services SA
Bell Canada - NCM
Bennett Coleman Co. Ltd.
BET Satellite Services Inc.
Bharti Airtel (France) SAS
Bharti Airtel (UK) Ltd.
Bharti Airtel Ltd.
Bharti International Singapore Pte. Ltd.
Bible Broadcasting Network
Blue C Mobile Pte. Ltd.
Boeing Co., The
Bolivia TV
Botswana Radio & TV
Brigham Young University
Brimrun Ehf.
British Telecommunications plc
Broadband Systems Corp.
BT LatAm Argentina SA
BT LatAm Colombia SA
BT Telekom Hizmetleri SA
Bulgarian Telecommunications Co. Ead
Business News (Asia) LLP
Cable & Wireless (Panama) SA
Cable & Wireless (Seychelles) Ltd.
Cable News & Business Channel
Cable News Network LP
Cabo Verde Telecom SARL
Cadena Ecuatoriana de Televisión C.A.
Canal 10
Cadena Tres I SA de CV
Canal + International
Canal de Futbol SpA
CapRock UK Ltd.
Castor Marine BV
Cat Telecom Public Co. Ltd.
CBS Broadcasting Inc. (USA)
CBS Inc.
CBS Newspath
CBS Sports Network
Celtel Gabon SA
Celtel Niger SA
Central American Corporation for Air
Navigation Services

Central European Telecom Services GmbH
Central Vermont Communications Inc.
Centre National D'Etudes Spatiales
Centro de Radio y Television Cratel CA
CenturyLink Argentina SA
Centurylink Chile SA
CenturyLink Colombia SAS
Channels Inc. Ltd.
Chile Films SpA
Chilevision
China Building Technique Group Co. Ltd.
China Central Television
China Radio International
China Satellite Communications Co. Ltd.
China Telecom Satellite Communications
Co. Ltd.
China Unicom (Europe) Operations Ltd.
Christ Apostolic Temple Inc.
Christian Vision USA Inc.
Church of Jesus Christ of Latter-Day Saints,
The
Cia. Latinoamericana de Radiodifusion SA
Claro Servicios SA
Claudia Hoffmann TV Planung
Click Pacific Ltd.
CMMB Satellite Services Ltd.
CNN Chile Canal de Television Ltda.
Cobbett Hill Earth Station Ltd.
Cocatel S de RL
Colombia Telecomunicaciones SA ESP
Comcast Cable Communications
Management LLC
Comcast Media (Massachusetts)
Comcast Network (Philadelphia) LLC, The
Comcast Sports
Comcast SportsNet Mid-Atlantic
Comcast SportsNet New York
Comcast SportsNet Philadelphia
Commsystems LLC
Comores Telecom
Compañía Anónima Nacional Teléfonos de
Venezuela
Compañía Nacional de Telefonos Telefonica
del Sur SA
Compañía Peruana de Radiodifusion SA
Compañía Televisora Hondureña SA de CV

COMSATES
ComSys Ghana Ltd.
Contenido Alternativo SA de CV
Cooperativa de Telecomunicaciones Santa Cruz Ltda.
Copaco SA
Corporacion de Radio y Television del Norte
Corporacion Peruana de Aeropuertos y Aviacion Comercial SA
CRP Medios y Entretenimiento SAC
CSS SARL
CW Network LLC, The
Daar Communications
Datadrill Communications Inc.
Datagroup
Datasat Communications Ltd.
DBSD Satellite Services GP
Defence Materiel Organisation
Dejero Labs Inc.
Detecon al Saudia Co. Ltd.
Deutsche Welle
Dhiraagu plc
Dialog Television (Private) Ltd.
Digi Slovakia SRO
Digicel Fiji Ltd.
Digicel Png Ltd.
Direct On Data Ltd.
Directv Latin America LLC
Directv LLC
Directv Peru SRL
DIRECTV Puerto Rico Ltd.
Discovery Communications Europe Ltd.
Discovery Communications LLC
Discovery Latin America LLC
Discovery Networks Asia-Pacific Pte. Ltd.
Disney Productions/Maingate Entertainment
Disney Worldwide
Disneyland
Djibouti Telecom
Drukcom Pvt. Enterprise
Duma Fm Pty. Ltd.
E! Entertainment Television Inc.
Efatha Ministry
Eglise Shalom Tabernacle de Gloire
Egypt Sat Co.

El Sembrador Ministries Inc.
EMC Mobility Services SA
Emerging Markets Communications LLC
Emirates Integrated Telecommunication Co. PJSC
Emirates Telecommunications Group Co. PJSC
Emmanuel Global Network Nigeria
Empresa Argentina de Soluciones Satelitales SA
Empresa de Telecomunicaciones de Cuba SA
Empresa Nacional de Exploração de Aeroportos e Navegação Aérea Enana EP
Empresa Nacional de Telecomunicacoes de Mozambique
Empresa Radiodifusora Marconi SA
Encompass Digital Media (Asia) Pte. Ltd.
Encompass Digital Media Argentina SA
Encompass Digital Media Inc.
Encompass Digital Media Ltd. (UK)
Encompass Digital Media Uruguay SA
E-Networks
Enlaces Guayana CA
Entel Chile
Entel SA
Epiqa SRL Unipersonale
Eprocess International SA
Ericsson AB Ghana
Ericsson AB Succursale Benin
Eritrea Telecommunication Services Corp.
ESPN Deportes
ESPN Inc.
ESPN Network Traffic (Sports)
ESPN News (Assignment Desk)
ESPN Sur
Eternal Word Television Network Inc.
Ethio Telecom Corp.
Etisalat Afghanistan
Eurosport SAS
Eurovision Americas Inc.
Eurovision Services SA
Eutelsat America Corp.
Exatel SA
Extreme Reach Inc.

Facturation Onati
Federal Radio Corp. of Nigeria
Fiji Television Ltd.
Flexible IT Solution
Fox Digital Entertainment Inc.
Fox Entertainment Group Inc.
Fox Latin American Channel LLC
Fox Latin American Channel SRL
Fox News Channel
Fox News Network
Fox Sports (West)
Fox Sports Houston
Fox Sports Net LLC
Fox Sports Net Production
Fox Sports Networks Inc.
Fox Television Stations Inc.
Foxcorp Holdings LLC
Frequentis AG
FSLA Holdings LLC
Fundacion para la Educacion y la
Comunicacion Social
Futaris Inc.
Gabon Telecom SA
Galaxy Entertainment de Venezuela SCA
Gambia Radio and Television Services
Gas Transboliviano SA
Gateway Global Communications Ltd.
Gci Communication Corp.
Ghana, Government of, Civil Aviation
Authority
Gilat Colombia SAS ESP
Gilat Satellite Networks Ltd.
Gilat Telecom Ltd.
Gilat Telecom Ltd. Africa
Gilat To Home Peru SA
Gity AS
Global Crossing Americas Solutions LLC
Global Data Systems Inc.
Global Eagle Entertainment Inc.
Global Radiodata Communication Ltd.
Global Satellite Spain SL
Global Tower
Globaleye International Co. Ltd.
GlobeCast - DCPItalia
GlobeCast Africa Pty. Ltd.
GlobeCast America - LA

GlobeCast America Inc.
GlobeCast Asia Pte. Ltd.
GlobeCast France SAS
GlobeCast Near & Middle East SAL
GlobeCast UK Ltd.
Globecomm Europe BV
Globecomm Network Services Corp.
Gogo LLC
Golf Channel News Department
GrupoRPP SAC
GTD Teleductos SA
Guyana Telephone & Telegraph Co.
Hatif Libya
HBO Latin America Production Services LC
HBO-Strategic
Hdnet LLC
Hearst Television Inc.
Herring Networks Inc.
Higher Ground LLC
Hispasat SA
Home Box Office Inc.
Hoosier Energy
Hope Channel Inc.
Houghton Mifflin Harcourt Publishing Co.
Hughes Network Systems LLC
Hungaro Digitel plc
Hunter Communications Inc.
I Radio North East and Midlands Ltd.
Iabg Teleport GmbH
Iglesia Ministerio de Motivación Cristiana
IGP Inc.
Iko Media Group AG
Imedia Brands Inc.
Independent News Service Pvt. Ltd.
Indiasign Private Ltd.
Indo Teleports Ltd.
Indusind Media & Communications Ltd.
Industrias Audiovisuales Mexicanas SA de
CV
Informatics Services Corp.
Infrasat Telecomunicações SA
Inmarsat Inc.
Inmarsat Solutions BV
INSP LLC
Institute of Geosciences Energy Water and
Environment

Instituto Nacional de Radio Y Television
Del Peru
Intavision Media Productions Corp.
Interamerica Broadcasting & Production Co.
SA
International Civil Aviation Organization
International Media Content
International Media Distribution LLC
Intertel Nigeria Ltd.
Interxect Ltd.
Int'ltec Group
Intrasky (Offshore) SAL
IP Access International Inc.
IRIB
Iris Smart Technologies Ltd.
IS Internet Solutions Ltd.
Isat Africa Ltd. FZC
ISNet Electronic Information Production
Distribution Trade and CommServices
Inc.
ISRO
Itissalat Al Maghrib SA (Morocco)
ITV Independent Television Ltd.
Japan International Broadcasting Inc.
Japan, Government of, Aerospace
Exploration Agency
Jason Electronics (Pte.) Ltd.
JSAT International Inc.
KBS America Inc.
KDDI America Inc.
KDDI Corp.
KDFW Fox4 News
Kenya Broadcasting Corp.
Kenya, Government of, Civil Aviation
Authority
Keystone Enterprise Services LLC
Kingdom Africa Media Ltd.
Kiss TZ Music SRL
Kordia Pty. Ltd.
Kratos Spectral Services
Ksat Global AS
KTSAT Co. Ltd.
KVH Industries Inc.
KWSU/KTNW Television
Kymeta
Lamhas Satellite Services Ltd.

LapTV Atlanta Partners
LBIsat LLC
LCDC Telecoms
Leonardo SpA
Lesea Broadcasting Corp.
Level 3 Communications LLC
LG Uplus Corp.
Liberty Iberoamerica SLU
Libya Telecom & Technology
Lifetime Entertainment Services LLC
Ligado Networks LLC
Linkup Communications Corp.
Liquid Telecommunications Operations Ltd.
Liquid Telecommunications South Africa
(Pty.) Ltd.
Lloyd E Rigler Lawrence Deutsch
Foundation
Lockheed Martin Commercial Space
Systems
L'Opera SC
Los Cipreses SA
Luna Space Telecommunications Co. Ltd.
Luxembourg Space Telecommunication SA
Mahube Turnkey Solutions (Pty.) Ltd.
Major League Baseball Network
Marine Technologies LLC
Marlink AS
Marshall Islands National Telecom
Authority
Mavis Satcom Ltd.
MCI Communications Services Inc.
Media Broadcast Satellite GmbH
Media Networks Latin America SAC
Media Niugini Ltd.
Mediamobil Communication GmbH
Mediaworks
Mega Media Holdings Inc.
Megafon PJSC
MEO - Serviços de Comunicações e
Multimédia SA
Meteor Trading Co.
Microcom
Microspace Communications Corp.
Milano Teleport SRL
Ministere des Postes Telecommunications et
de L'Economie Numerique

Mirsat SAL
Mobicom Networks LLC
Mobil Satellite Technologies
Mobile Telecommunications Ltd.
Mobile Telephone Networks (Pty.) Ltd.
Mongolia Telecom Co.
Mongolia, Government of, Civil Aviation
Authority
Mosel/Digicel (Jamaica) Ltd.
MSM Asia Ltd.
MSNBC Cable LLC
MSTelcom SARL
MTN Dubai Ltd.
MTN GlobalConnect Solutions Ltd.
MTN GlobalConnect Solutions Ltd.
(Nigeria)
MTN Nigeria Communications Ltd.
MTV Asia
MTV Networks
MTV Networks Latin America Inc.
Multichoice Africa Holdings BV
Multichoice Africa Ltd.
Multichoice Group Ltd.
Multichoice Support Services (Pty.) Ltd.
Multimedia CTI SA de CV
Multimodal Enterprises Inc.
Mundo Startel SA
Music Choice
Muzak LLC
MX1 CEE SA
MX1 Ltd.
Myanma Posts and Telecommunications
Myanmar, Government of, Ministry of
Transport and Communications
Mysat Pty. Ltd.
Nation Media Group plc
National Association of Broadcasters
National Cable Satellite Corp.
National Public Radio Inc.
Navarino Technology CY Ltd.
NBC Facilities Inc.
NBC News Channel
NBC Sports Network (NBCSN)
NBC Unisla
NBC Universal International Ltd.

NBC Universal International Networks
Spanish Latin America LLC
NBC Universal Media LLC
NBCUniversal Media LLC
NEP Connect Ltd.
Nepal Doorsanchar Co. Ltd.
New England Cable News
New Skies Satellites BV
New Vision
News 106 Ltd.
Next Step Co. Ltd.
Nfl Enterprises LP
NHK Cosmomedia America Inc.
NHK Global Media Services Inc.
Nigeria, Government of, Airspace
Management Agency
Nigeria, Government of, Television
Authority
Nine Networks Australia Pty. Ltd.
Nippon Hoso Kyokai
North Korea, Government of, Ministry of
Post & Telecommunications
Nortis-Cimecom SA
Novavision Group SpA
NSSLGlobal Ltd.
NTvsat Neguse Taddesse
NY1 News
Oasis Networks
Office des Postes et Télécommunications
Oman Telecommunications Co. SAOG
Oman, Government of, Ministry of Foreign
Affairs
Omniaccess SL
Omnispace LLC
ONATEL Burkina Faso
One Africa Television Pty. Ltd.
One Commerce (International) Corp.
Ontras Gastransport GmbH
Optus Networks Pty. Ltd.
Orange Ci SA
Orange SA
Orange SA (Cameroun)
Orange SA (Niger)
Orbit Data Systems Ltd.
Orbital ATK Space Logistics LLC
Orion Express

Overon America LLC
Pac-12 Enterprises
Pacific Cooperation Broadcasting Ltd.
Pacific Television Center Inc.
Pacific Vaizeds Enterprise Ltd.
Pakistan Telecommunication Co. Ltd.
Palau National Communications Corp.
Panasonic Avionics Corp.
Papua New Guinea Air Services Ltd.
Paratus Telecommunications Ltd.
Pars Telecommunications Inc.
PCCW Global (HK) Ltd.
Peru, Government of, Ministerio
Transportes y Comunicaciones
Planet Communications Asia Public Co.
Ltd.
Planetcast Media Services Ltd.
PNG Dataco Ltd.
Pop Media Networks LLC
Prima Broadcasting Group SRL
Producciones Artak 17 CA
Prolasa SA
ProSiebenSat.1 Produktion GmbH
PSSI Global Services LLC
PSSI International Teleport LLC
PT Aplikanusa Lintasarta
PT Telekomunikasi Indonesia Tbk
Public Joint Stock Co.
Q-Kon Ltd.
QSAT Communications LLC
Quantis Global SL
Radio and TV Palestine Today Network for
International Media Ltd.
Radio Panamericana SA
Radio Television Ivoirienne
Radio y Television Nicaraguense SA
Radiodiffusion Television Senegalaise
Rartel SA
Raytheon Co.
RCN Televisión SA
Rebaur Telecomm Ltd.
Rebel Radio Network Pty. Ltd.
Record Enterprise Television Inc.
Regie des Voies Aeriennes
Resonate Regional Radio Pty. Ltd.
Rignet Inc.

Rignet Inc. Abu Dhabi
Rignet UK Ltd.
Rio Pacifico SAC
Roberts Flight Information Region
Romantis OOO
Royal Media Services Ltd.
RTS FM SARL
Rural Telecommunications Chile SA
RuSAte LLC
Russian Media Group LLC
S.C. RCS & RDS SA
Saba World Offshore SAL
Sagenet LLC
Saman Satellite Communication Group
Santander Teleport SL
Satcom Direct Inc.
Satcom Global Ltd.
Sat-Com Pty. Ltd.
Satcom Services
Satcube AB
Satellite Communication Systems Inc.
Satis-TI-94 Ltd.
Sat-Space Africa Ltd.
Saudi Telecom Co.
Seavsat BV
Sentech Ltd. (Is20)
Sentech Soc. Ltd.
Sertel SA
Servicio Para el Transporte de Informacion
SA
Servicio Satelital SA
Servicios Audiovisuales Overon SL
Servicios Informativos Nacionales SRL
SES Americom
SES Sistemas Electronicos SA
SES Techcom SA
Shepherd's Chapel
Showtime Networks Inc.
Shwe Than Lwin Media Co. Ltd.
Sigmasat USA Inc.
Signalhorn Trusted Networks GmbH
Síminn HF
Singapore Telecommunications Ltd.
Sino Satellite Communications Co. Ltd.
Sirius XM Radio Inc.
SKY Brasil Servicos Ltda.

SKY Perfect JSAT Corp.
Sky Serviços de Banda Larga Ltda.
Sky SNI Operations Ltd.
Skynet de Colombia SAS ESP
Sky-Stream Fz LLC
Slovak Telekom AS
Sng Broadcast Services Ltd.
Societe D'Amenagement et de
Developpement Vert
Societe de Distribution Exclusive SA
Societe Internationale de
Telecommunications Aeronautiques
SCRL
Société Nationale de Développement
Informatique
Softbank
Softbank Corp.
Solomon Telekom Co. Ltd.
Sonatel
Sonema SA
Sony Pictures Networks India Private Ltd.
Sotel (Tchad)
Southern California Telephone Co. Inc.
Space Systems/Loral LLC
Spaceconnection Inc., The
Spark New Zealand Trading Ltd.
Spectrum RSN LLC
Speedcast Communications Inc.
Speedcast Ltd.
Speedylite
Spirit Radio Ltd.
Sportschannel New England LP
ST Engineering Idirect (Europe) NV
Stallion Oilfield Services Ltd.
Starz Entertainment LLC
State Security Agency
Stellenbosch University
Stl-Sat Ireland Ltd.
STN DOO
Stratosat Datacom
Sun TV Network Ltd.
Supernet Ltd.
Sure (Diego Garcia) Ltd.
Sure South Atlantic Ltd.
Sure South Atlantic Ltd. (Ascension Island)
Sure South Atlantic Ltd. (Falklands Islands)

Sure South Atlantic Ltd. (St. Helena)
SVS Telekom AS
Swaziland Post and Telecommunications
Corp.
Switch Inc.
Sydney Teleport Services Pty. Ltd.
Symphony Solutions FZ-LLC
Syrian Telecommunications Establishment
Tanzania Broadcasting Corp.
Tarasul Telecom
Tata Communications (Netherlands) BV
TD Satellite Communication System Co.
Ltd.
TELE Greenland A/S
Tele Red Imagen SA
Telearte SA
Telecinco SA
Telecom Argentina SA
Telecom Egypt
Telecom Italia
Telecom Malagasy
Telecom Namibia Ltd.
Telecommunicatiebedrijf Suriname
Telecommunications Infrastructure Co.
Telecuatro Guayaquil CA
Teledata de Mocambique LDA
Teledeportes Paraguay SA
Telefonica Broadcast Services SLU
Telefonica Celular Del Paraguay SAE
Telefonica Chile SA
Telefonica de Espana SA
Telefonica del Peru SAA
Telefonica Empresas Chile SA
Telefonica International Wholesale Services
li SLU
Telefonica SA
Telefónica Servicios Audiovisuales SAU
Telekom Malaysia Bhd.
Telematikanet LLC
Telemundo Network Group LLC
Telemundo of Puerto Rico Inc.
Telenor (UK) Ltd.
Telenor Global Services AS
Telenor Satellite AS
Telesat Canada
Telespazio SpA

Teletel Miami Corp.
Televideo SAS
Televisa SA de CV
Television and Radio Broadcasting Network
of Armenia CJSC
Television Cerro Cora SA
Television Nacional de Chile
Television New Zealand
Television Oceania Pty. Ltd.
Telikom PNG Ltd.
Telkom SA Soc. Ltd.
Telkomserv Corp.
Telnet Nigeria Ltd.
Telstra Broadcast Services Pty. Ltd.
Telstra International Ltd.
Tesam Argentina SA
TGC Inc.
TGC LLC
Tonga, Government of, Ministry of Lands,
Survey & Natural Resource
Top Communications Estegia CA
Torneos y Competencias SA
Total North Communications Ltd.
Towerstream I Inc.
Transgrid
Tres Sistemas de Comunicacion SL
Tribune Broadcasting Co. LLC
Tribune Distribution Co. LLC
Trilogy Networks Inc.
Trinity Christian Center of Santa Ana Inc.
Tri-State Christian TV Inc.
TSAT AS
Ttcomm SA
Turner Broadcasting System Inc.
Turner Entertainment Networks Inc.
TV Azteca SAB de CV
TV Plus Broadcasting Co. Pty. Ltd.
TV Today Network Ltd.
TV18 Broadcast Ltd.
TV3 Network Services Ltd.
TV5 Monde SA
TVBI Co. Ltd.
Uganda Broadcasting Corp.
Ultisat Europe AS
United Business Machines EG
United Nations

United States, Government of the,
Department of Defense
United Teleports Inc.
Universal Satcom
Universal Television LLC
Universidad Catolica de Chile
Universidad de Chile
University of California - San Diego
University of the South Pacific
University of Washington
Univision Communications Inc.
Univision Networks & Studios Inc.
UTV Radio (Roi) Ltd.
Uzbektelecom JSC
Verizon Communications Inc.
Viacom 18 Media Private Ltd.
Viacom International Inc.
Viacom International Media Networks UK
Ltd.
Viasat Inc.
Viewsat Ltd.
Virgin Technologies Inc.
Viscom AG
Vision Metropolitana SRL
Vista Satellite Communications (USA)
Vista Satellite Communications Inc.
Vodafone Global Networks Ltd.
Vsat Systems LLC
V-Satcast Inc.
Vubiquity Inc.
W & L Phillips Pty. Ltd.
Waicomm Solutions Ltd.
Walt Disney Co., The
Wana Corporate SA
Ward Inc.
Wave Youth Business Ideas SA de CV
Wavestream Corp.
Websatmedia Pte. Ltd.
Wiconnect
Wide Network Solutions Ltd.
Wildblue Communications LLC
Wireless Innovation Ltd.
Word Network Operating Co. Inc.
Word of God Fellowship Inc.
World Vision International
World-Link Communications Inc.

X Corp., The
X2Nsat Inc.
Yemen, Government of, Civil Aviation &
Meteorology Authority
Zee Entertainment Enterprises Ltd.
Zee Media Corp. Ltd.
Zeppit SARL
Zond Holding

Directors/Officers

Bruno Fromont
David Mcglade
David Tolley
Edward Kangas
Ellen Pawlikowski
Gary Begeman
Jacqueline D. Reses
Jeffrey Stein
Jill Frizzley
John Diercksen
Jonathan Foster
[REDACTED]
Justin Bateman
Mark Rasmussen
Michael DeMarco
Michael Foreman
Michelle Bryan
[REDACTED]
Mohsin Meghji
Paul Keglevic
[REDACTED]
Robert Callahan
Samer Halawi
Stephen Spengler
Thomas Ferguson
[REDACTED]

Governmental/Regulatory Agencies

Administration des Contributions Directes
du Grand-Duché de Luxembourg
AFIP
Arapahoe, County of (CO), Treasurer
Australian Tax Office
Broward, County of (FL), Tax Collector
California, State of, Department of Tax and
Fee Administration
California, State of, Franchise Tax Board
Chef du Bureau de Recouvrement de Dakar
Plateau
Chiyoda Metropolitan Tax Office
Colorado, State of, Department of Revenue
Connecticut, State of, Department of
Revenue
Connecticut, State of, Department of
Revenue Services
Conyers, City of (GA)
Coral Gables, City of (FL)
Dekalb, County of (GA)
Dekalb, County of (GA), Tax Commissioner
Denver, City of (CO), Treasurer
Denver, County of (CO), Treasurer
Douglas, County of (NE), Treasurer
Fairfax, County of (VA)
Finanzamt Bad Kissingen
Georgia, State of, Department of Revenue
Hawaii, State of, State Tax Collector
HM Revenue & Customs
Honolulu, City of (HI)
Honolulu, County of (HI)
Hounslow, London Borough of (United
Kingdom)
India, Government of, Goods & Services
Tax GST
India, Government of, Income Tax
Department
Inspection of Federal Tax Service Moscow
No 5
Los Angeles, County of (CA), Tax Collector
Loudoun, County of (VA)
Maryland, State of, Comptroller of
Miami-Dade, County of (FL), Tax
Collection

Ministerio da Fazenda
Montgomery, County of (MD)
Montgomery, County of (PA)
Napa, County of (CA), Tax Collector
New Jersey, State of
New Jersey, State of, Corp. Tax
New York, City of (NY), Department of
Finance
New York, State of, Department of Taxation
& Finance
North Carolina, State of, Department of
Revenue
Recette Centrale
Riverside, County of (CA), County
Treasurer
Secretaria de Estado de Fazenda
Secretaria Municipal de Fazenda
Tesoreria de La Federacion
United States, Government of the, Federal
Communications Commission
Universal Service Administrative Co.
Ventura, County of (CA)
Virginia, Commonwealth of, Department of
Taxation
Washington, County of (MD), Treasurer's
Office
Washington, D.C., Office of Tax & Revenue
Yokohama, City of (Japan)

Insurance – PFA

Aesir Space	Munich Re
Allianz SE	Munich Re Group
Altitude Risk Partners LLP	Munich Re Syndicate Ltd.
American International Group Inc.	Occam Underwriting Ltd.
Amtrust	Partnerre Ireland Insurance Designated Activity Co.
Arti Insurance Experts - Paris	Sanlam Ltd.
Assicurazioni Generali SpA	Satec SRL
Assure Space LLC	Sciemus Ltd.
Atrium Insurance Agency Ltd.	Scor UK Co. Ltd.
Atrium Space Insurance Consortium	Sompo Holdings Inc.
AXA Corporate Solutions Assurance SA	Starr Aviation Agency Inc.
AXA XL Paris	Starr Indemnity & Liability Co. Inc.
AzRe Reinsurance OJSC	Swiss Reinsurance Co. Ltd.
Beazley plc	Tokio Marine Group
Beazley Syndicate	Tokio Marine Holdings Inc.
Berkshire Hathaway Specialty Insurance Co.	Tokio Marine Kiln
Chaucer Insurance Inc.	United States, Government of the,
Chubb Ltd.	Department of Homeland Security,
Ecuador, Government of, Agencia de Regulacion y Control de las Telecomunicaciones	Customs & Border Protection
Elseco Ltd.	United States, Government of the,
Factory Mutual Insurance Co.	Department of the Treasury
Global Aerospace Inc.	University of Chile
Hamilton Re Ltd.	XL Catlin London
Hamilton Syndicate	XL Specialty
Hanover Insurance Group Inc., The	XL Specialty Insurance
Hartford Financial Services Group Inc., The	Zurich Insurance Group AG
HDI Global Insurance Co.	Watkins Syndicate
HDI Global Specialty SE	Watkins Syndicate
Hiscox Ltd.	XL Catlin London
Hyundai Marine & Fire Group	XI Specialty
IPJSC Ingosstrakh	XI Specialty
IRB Brazil RE	XL Specialty Insurance
Korean Reinsurance Co.	Zurich American Insurance Company
La Reunion Spatiale	
Liberty Mutual Group	
Lloyd's of London	
LRS Healthcare	
MAPFRE Global Risks	
MAPFRE Insurance Co. Inc.	
Massachusetts Group Insurance Commission	
Mitsui & Co. Ltd.	

Litigation Parties

Auctionomics Inc.
Dialog Television (Private) Limited
Don Jacobs in his individual capacity
Emerging Markets Communications, LLC
Gerrys Information Technology (Pvt) Ltd
Gilat Telecom
Goldfarb & Huck (R. Omar Riojas)
International Telecommunications Satellite Organization (“Itso”)
Italo Perreira
ITSO Arbitration
Jason Andrews
Luxspace
Marian Joh
Maritime Telecommunications Network, Inc.
Phillip S. Morales
SES Americom, Inc.

Other Significant Creditors

Bambi Prigel	Susan Goldstein
Beednet Group	Syrian Telecommunications Establishment
CapRock UK, Ltd.	Tele2 Sverige AB
Ching Pyng Chang	Teleglobe International Ltd. (UK)
Comsat International	Terry Edwards
EADS-Multicoms	Triaton GmbH Global Comm. Services -D
Elizabeth Ray	Tryco International, Inc. - Guinea Bisseau
Elizabeth Scheid	William English
Elsie M Coleman	Williams Communication Group Ltd. -G
Ethiopian Telecomm. Corporation	
Flowline Communications Ltd. (G)	
Francis J P Latapie	
International Telecomm. & Networks, Inc.	
Iraq Telecommunications & Post Company	
James Walter Johnson Jr	
Jean Paul Berges	
John Douglas Hampton	
John Welch	
Joseph Jankowski	
JSC Uzbektelecom	
Khodadad Betaharon	
Loral Cyberstar (D)	
Loral Cyberstar GmbH (UK)	
Martin P Brown Jr	
Michele Crown	
Ministère des Transports et des Communications	
Ministry of Communications (Kuwait)	
Ministry of Maritime Affairs, Transportation & Comm (Croatia)	
Ministry of Ptt (Algeria)	
Ministry of Transport & Comm. (Kgz)	
M-S Electroteks Limited	
MultiPoint Communications Ltd.	
Muslim Television	
National Transcommunications Ltd.	
Norman R Williams	
Orblynx UK Ltd.	
Outremer Telecom (Martinique)	
Patricia Ewing	
Pierre J Madon	
Prakash Manjunath Nadkarni	
Primus Telecommunications UK Ltd.	
Robert W Kinzie	

Significant Equity Holders

Algeria, Government of, Ministry of PTT	Serafina SA
Appaloosa LP	Slate Path Capital LP
Arqiva Ltd.	Solus Alternative Asset Management LP
Atlas Square Partners LLP	State Street Global Advisors Inc.
Beednet Group	Syrian Telecommunications Establishment
Belerion Capital Group Ltd.	Tele2 Sverige AB
BlackRock Fund Advisors	Teleglobe International Ltd. (UK)
BT LatAm Inc.	Triaton GmbH
Canyon Capital Advisors LLC	Tryco International Inc.
CapRock UK Ltd.	UBS Financial Services Inc.
Citadel Advisors LLC	Uzbektelecom JSC
Corriente Advisors LLC	Vanguard Group Inc., The
Croatia, Government of, Ministry of Maritime Affairs, Transportation & Communications	WilTel Communications Group Inc.
Cyrus Capital Partners LP	
DE Shaw & Co. LP	
Dimensional Fund Advisors LP (US)	
Discovery Capital Management LLC	
Ethiopian Telecommunications Corp.	
Franklin Advisers Inc.	
Global Communication Services Inc.	
Goldman Sachs & Co. LLC	
Groupe Outremer Telecom SA	
Healthcare of Ontario Pension Plan	
Invesco Advisers Inc.	
Iraq Telecommunications & Post Co.	
JM Hartwell LP	
Key Square Group LP	
Kuwait, Government of, Ministry of Communications	
Kyrgyzstan, Government of, Ministry of Transport and Communications	
Loral Skybet Network Services Inc.	
MIG Capital LLC	
Millennium Management LLC	
MTA International	
Multicoms SA	
Multipoint Communications Ltd.	
Nokota Management LP	
Orblynx UK Ltd.	
Pentwater Capital Management LP	
PointState Capital LP	
Primus Telecommunications UK Ltd.	

Top 40 Creditors

Azercosmos Ojsco
Celcom (Malaysia) Sdn. Bhd. (167469-A)
Colombia Telecomunicaciones S.A. E.S.P.
Disney Channel, The
Emetel Sociedad Anonima
Etisalat
Fox Entertainment Group, Inc.
Hispasat S.A.
International Telecommunications Satellite Organization (“ITSO”)
Iraq Telecommunications & Post Company
Joseph A. Jankowski
Jsat International, Inc.
KDDI Corporation
Ktsat
Lockheed Martin Australia Pty Ltd
Mercury Servicos de Telecomunicacoes, Sarl Grupo
Ministry Of Maritime Affairs, Transportation & Com
Ministry Of Ptt (Algeria)
Ministry Of Transport & Comm. (Kgz)
New Skies Satellites
Optus Satellite Pty Ltd
Patricia Ewing
Pension Benefit Guaranty Corporation
PT Indosat
Radio Television Guatemala, S.A. - Canal 3
St Engineering Idirect
Telefonica de Argentina S.A.
Telenor Satellite Broadcasting As
Telespazio
The Boeing Company
Tim S.A.
Tryco International, Inc. - Guinea Bisseau
Tysons Corner Office I Llc
U.S. Bank National Association
Wells Fargo Bank, National Association

Office of the U.S. Trustee

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John P. Fitzgerald III
June E. Turner
Kathryn R. Montgomery
Kenneth N. Whitehurst, III
Peggy T. Flinchum
Shannon F. Pecoraro
Theresa E. McPherson

Committee Members and Professionals

BOK Financial, N.A.
Delaware Trust Company
FTI Consulting
JSAT International, Inc.
Milbank LLP
Moelis
Pension Benefit Guaranty Corporation
The Boeing Company
Tysons Corner Office I, LLC
US Bank, National Association

Utilities

Allegheny Power
City And County Of Honolulu
City Of Fillmore
City Of Hagerstown
City Of Long Beach
City Of Napa
DeKalb County Finance
Eastern Municipal Water Dist
Gas South
Georgia Power
Hawaiian Electric Company
HBI Roll Off, Inc.
Heco
Infinite Energy Inc. Gas
Intermountain Rural Elec Assoc
Mxenergy
Napa Garbage
Napa Sanitation District
Pepco Energy Services
PG&E
Potomac Edison
Republic Services Trash
Southern California Edison
The Gas Co
Washington County Treasurer
Waste Management

Vendors

1Rivet US Inc.	Arianespace
5G Action Now Inc.	Arthur D. Little Inc.
Abbott Building Systems LLC	Asco Power Services Inc.
ABS Global Ltd.	Astel JSC
AC & T Co. Inc.	Astrium SAS
Access Intelligence LLC	ATEME SA
Access Partnership Ltd.	Atlantic Technical Sources Inc.
Acco Engineered Systems Inc.	Australia, Government of, Tax Office
Accounting Principals Inc.	Av-Comm Pty. Ltd.
Achievers LLC	AXA Assurance Vie Luxembourg SA
Adaptive Insights LLC	AXA Life Insurance Singapore Pte. Ltd.
ADP LLC	Azercosmos OJSco.
Advanced Computer Concepts Inc.	Azzurro HD LLC
Advantech Wireless	Baker & McKenzie LLP
Aecom Technical Services Inc.	Bank of America Corp.
AFIP	Barbosa Raimundo Gontijo e Camara
Africa Mobile Networks Ltd.	Advogados
AG Franz Associates LLC	Barc Inc.
Air Power Consultants Inc.	BC Partners Inc.
Airbus Defence and Space SAS	Bcom SA
Airtel Congo SA	BCPI Inc.
Airtel Networks Ltd.	BDO Tax & Accounting
Airtel Tchad SA	Bedford CA Pty. Ltd.
Albright Stonebridge Group LLC	Belfor Property Restoration
Allen Holding Inc.	Bell Products Inc.
Alliance Executive Search LLC	Ben Hill Roofing and Siding Co. Inc.
Alliance for Telecommunications Industry Solutions	Berufsgenossenschaft Energie Textil Elektro Medienerzeugnisse
Alluresoft LLC	Best Bridge Group
Alpha Trans GmbH	BG Solutions LLC
Alternative Employment Specialists	Bgv V Luxembourg 1 GmbH & Co. KG
Altman Vilandrie & Co.	Bkr Contracting LLC
Amber Road Inc.	Black & Veatch Corp.
American Arbitration Association	Blakeslee Electric Inc.
American Express International Inc.	Blank Rome LLP
American River International Ltd.	Bluetext LLC
Ameritas Life Insurance Corp.	Boeing Co., The
Analytical Graphics Inc.	Boeing Satellite Systems Inc.
Andesat Peru Sac	Bolano Anstalt
Antek Systems LLC	Boston Consulting Group AG
Antrix Corp. Ltd.	Botswana Radio & TV
Aon Consulting	Brazil, Government of, Ministerio da
Approved Networks Inc.	Previdencia Social
Argsoft Group LLC	Broadpeak

Broadridge Investor Communication
Solutions Inc.
Bta Consultants India Pvt. Ltd. Payroll
Services AC
Bts Informa Feiras Eventos E Editora Ltda.
Bundesnetzagentur
Business One Consulting Inc.
Business Training Library
Business Wire Inc.
Cahill Gordon & Reindel LLP
California Department of Tax and Fee
Administration
California, State of, Government Operations
Agency, Franchise Tax Board
Callahan, Robert
Callas Contractors
Capital Electric & Supply
Careerbuilder LLC
CCH Inc.
Center Point Systems LLC
Central Pacific Tanks Inc.
Centre Commun de La Securite Sociale
Centrifuge LLC
Centurylink Comunicacoes Do Brasil Ltda.
Cepolin SA
Ceres Insights LLC
Chef du Bureau de Recouvrement de Dakar
Plateau
Chesapeake Mission Critical LLC
China Starwin Science & Technology Co.
Ltd.
Chiswick Park Estate Management Ltd.
Cigna Health and Life Insurance Co.
Cigna Healthcare Benefits Inc.
Cisco Systems Inc.
Collabera Inc.
Colt Technology Services GmbH
Comcast Corp.
Communications & Power Industries Europe
Ltd.
Compliance & Ethics Learning Solutions
Comtech Xicom Technology Inc.
Comware Technical Services Inc.
Condominio do Edificio Praia de Botafogo
440
Config Consultants LLC

Convergint Technologies LLC
Coral Gables Associates
Corporate Visions Inc.
Credit Suisse USA LLC
CRH Telnet Pty. Ltd.
Critical Components Inc.
Cross Technologies Inc.
Crown Relocations
Cullen, Edward T., M.D.
Cummins Inc.
Cumulus Provident Fund
Dancker
Datacom Systems International Ltd.
Datatec Ltd.
Dataxis
David H. Martin Excavating Inc.
Day 2 Interiors Ltd.
DBM Corp. Inc.
DBS Trustee Ltd., as Trustee of Mapletree
Commercial Trust
DC Asphalt Services Inc.
Dejero Labs Inc.
DeKalb, County of (GA)
Deloitte Consulting LLP
Deloitte Tohmatsu Tax Co
Deloitte Touche Tohmatsu
Deloitte Transactions and Business
Analytics LLP
Dentons US LLP
Depository Trust & Clearing Corp., The
Derpart Reiseburo Papendick GmbH
Deutsche Telekom AG
Deutsches Zentrum fur Luft und Raumfahrt
eV
Diercksen, John
Digitec SA
Discovery Health Medical Scheme
DJ Consulting Services Ltd.
Dominion Mechanical Contractors Inc.
Donnelley Financial LLC
Douglas, County of (NE), Treasurer
DTVLA BV
Dubai World Trade Centre LLC
Duff & Phelps Corp.
Dynalectric Co.
EAS SL

EBC Carpet Services Corp.
Echostar Communications Corp.
ECI Telecom Inc.
EcoLand Solutions LLC
Ecuador, Government of,
Telecommunications Regulatory and
Control Agency
Edelman South Africa Pty. Ltd.
Electro Rent Corp.
Ellsworth Electric Inc.
Elvinger, Hoss & Prussen
eMaint Enterprises LLC
Emcor Services Combustioneer Corp.
EMEA Satellite Operator's Association
Emirates Telecommunications Group Co.
PJSC
Empresa Argentina de Soluciones Satelitales
SA
Empresa Nacional de Telecomunicaciones
SA
EMS Technologies Inc.
Encompass Digital Media (Asia) Pte Ltd.
Encompass Digital Media Inc.
Ente Nacional de Comunicaciones
Eo Partners SA Pty. Ltd.
ePlus Technology Inc.
Equinix Inc.
Ernst & Young - Senegal
Ernst & Young LLP
Escritorio Juridico Juristel Inc.
ETL Systems Ltd.
Euroconsult Engineering Consulting Group
SA
EUROPE*STAR Gesellschaft für
Satellitenkommunikation mbH
European Broadcasting Union
EuropeStar
Everbridge Inc.
Evertz Microsystems Ltd.
F.M. Pearce Co. Inc.
Fasken Martineau Dumoulin LLP
FBI Travel
Federal Express Corp.
Federal Express Europe Inc.
Federal Reserve Bank of Minneapolis
Ferrellgas LP

Fiction Tribe Inc., The
Finanzamt Bad Kissingen
First Advantage Background Services Corp.
Fortitude International LLC
Foxcom Ltd.
Friends Life
Frontier Communications Corp.
G&S SatCom GmbH
Gap Wireless
Gateway Global Communications Ltd.
Genesys Works National Capital Region
Georgia, State of, Department of Revenue
GeoSync Microwave Inc.
Glassdoor Inc.
Global Digital Media Xchange Inc.
GlobeCast France Sas
Globenet Cabos Submarinos America Inc.
Gogo Brasil Telecomunicacoes Ltda
Goldman Sachs Lending Partners LLC
Goonhilly Earth Station Ltd.
Grafik Marketing Communications Ltd.
Grant Thornton LLP
Grass Valley USA LLC
Grosvenor Place Pty. Ltd.
Growthpoint Management Services (Pty.)
Ltd.
Gsm Ltd.
Guatemala, Government of,
Superintendencia de
Telecomunicaciones
Guidepoint Security LLC
GuidePost Strategies LLC
GuideSpark Inc.
Guya.com.mx SC
Harbor Research Inc.
Hart, Peter
Hawaii Pacific Teleport LP
Hilton McLean Tysons Corner
Hispasat SA
Hitachi Kokusai Electric Comark LLC
HITT Contracting Inc.
Holland & Knight LLP
Honeywell International Inc.
Honolulu, City of (HI)
Honolulu, County of (HI)
Horizons Satellite Holdings LLC

Horizons-3 Satellite LLC
Hounslow, London Borough of
Howard Fischer Associates Inc.
Huber + Suhner GmbH
Hudson Fiber Network Inc.
HUK- COBURG- Krankenversicherung AG
IBC Convention Office
Iccommodate Pty. Ltd.
Ignitec Inc.
Impossible But True Maint LLC
Impot Sur les Societes
Incheon International Airport
India, Government of, Goods & Services
Tax
Informa Telecoms & Media Group
Informa UK Ltd.
Information Communications Network LLC
Inspection of Federal Tax Service Moscow
No 5
Integrasys LLC
Integrated Solutions Management Inc.
International Business Consultants
International Business Machines Corp.
International SOS Assistance Inc.
International Telecommunication Union
InterXion Deutschland GmbH
Intrado Enterprise Collaboration Inc.
Ipreo Holdings LLC
Iron Mountain Record Management, Inc.
IRT Technologies Inc.
ITSavvy
Ivens Consult Ltda.
James Chase Solutions Ltd.
Jellyvision Lab Inc.
Johns Hopkins Healthcare LLC
Johnson Controls Fire Protection LP
Johnson Controls Inc.
Journey Office Builders Inc.
JS Real Estate Multigestao FII - Fund
JSAT International Inc.
K4 Mobility LLC
Kangas, Edward
Ke Nui Construction LLC
Kelly Generator & Equipment Inc.
Ken Systems Inc.
Kenya, Government of, Revenue Authority

Keysight Technologies Inc.
Kforce Inc.
Kinolt USA Inc.
Koch Bauunternehmung GmbH
Kongsberg Satellite Services As
Korn Ferry (Us)
KPMG Auditores Independentes
KPMG Inc.
Kratos Integral Systems International Inc.
Kratos Technology & Training Solutions
Inc.
Kropmann Konsult Ltd.
KVH Industries Inc.
L.S. Grim Consulting Engineers
L3 Narda Miteq
Language Line Services Inc.
Lanor International Ltd.
Latham & Watkins LLP
LeadMD Inc.
Lebenshilfe WfbM
Lee Hecht Harrison LLC
Leigh Saxton Green LLP
Les Halles Business Centre
Linkedin Corp.
LionTree Advisors LLC
Lockheed Martin Australia Pty. Ltd.
Lockheed Martin Corp.
Los Angeles, County of (CA), Tax Collector
LS telcom Inc.
Luxembourg, Government of, Revenue
Office
Lyngsat Projects AB
M. Arthur Gensler Jr. & Associates Inc.
Main Event Caterers LLC
Maringa Passagens E Turismo Ltda.
Marketo Inc.
Maryland, State of, Comptroller
Master Servicos e Comercio Ltda.
Mathworks Inc., The
Matrix Business Solutions Ltd.
Mawasem Ltd.
Maxair Inc.
Mcglade, David
McGrath RentCorp
MCI International Inc.
McLean Lessee LLC

Mechantech Inc.
Media Links Inc.
Mena Broadband Technologies LLC
Mercer (US) Inc.
Merrill Communications LLC
Metracom
MetroPower Inc.
Michelmores LLP
Microsemi Frequency and Time Corp.
Milbank Tweed Hadley & McCloy
Mini-Circuits Laboratories
Mitsubishi Estate Building Management Co.
Ltd.
Montevideo Teleport International SA
Morgan Stanley
MorganFranklin Consulting LLC
Morgan-Keller Inc.
MSB Architects LLC
MTN Nigeria Communications Ltd.
MX1 Inc.
Mycom Software Inc.
Nalu Electrical Contractors LLC
Napa Valley Commons
Napa, County of (CA), Tax Collector
National Association of Broadcasters
National Economic Research Associates Inc.
National Service Source Inc.
Ncwaba Logistics (Pty.) Ltd.
Net100 Ltd.
Neuco Ltd.
New Orleans Marriott
New Skies Satellites
NewCom International Inc.
Noatum Logistics USA LLC
Northern Sky Research LLC
Northrop Grumman Innovation Systems Inc.
Novelsat Ltd.
NTT Electronics America Inc.
NYSE Market Inc.
Oec Telecom Ltda.
Ofer Doron Management Services Ltd.
Office of State Revenue
One Diversified LLC
Ontario Refrigeration Service Inc.
Oracle America Inc.
Orbicom (Pty.) Ltd.

Orbital Sciences Corp.
Ovation Wireless Management LLC
Pacific Islands Construction LLC
Pacific Life Insurance Co.
Park Place Technologies LLC
Paul Hastings LLP
PCCW Global Inc.
Peak Communications Ltd.
Pension Benefit Guaranty Corp.
Piller Germany GmbH & Co. KG
Pillsbury Winthrop LLP
PJT Partners LP
Planet Technologies Inc.
Portman Travel (Ireland) Ltd.
Potomac Partners LLC
Precision Air Conditioning Inc.
Price Waterhouse & Co. Asesores de
Empresas
Pricewaterhouse Coopers Luxembourg
Pricewaterhousecoopers GmbH
Pricewaterhousecoopers LLP
Pricewaterhousecoopers Pvt. Ltd.
Pricewaterhousecoopers SC
Primexis
Priority Building Services LLC
Pritchett Controls Inc.
ProComSat
Prologis LP
Proseris Services LLC
Pulse Power & Measurement Inc.
Qualtrics LLC
Quilty Analytics LLC
Rabota LLC
Randstad North America Inc.
Raytheon Co.
RCN Telecom Services LLC
Recall-Ledger Contadores & Consulatores
SC Ltda.
Regal Beloit Canada ULC
Regus Senegal
Reliance Flag Telecom Ireland Designated
Activity Co.
RF-Design
RH Lapp & Sons Inc.
Right Management Inc.

Riverside, County of (CA), County
Treasurer
RKF Engineering Solutions LLC
Robinson & Cole LLP
Rodriguez, Larrondo & Associates SC
Rogue Wave Software Inc.
Rohde & Schwarz Inc.
Romantis GmbH
Rousseau Services LLC
Royal Bank of Canada
RRJ Technical Services Inc.
RSM US LLP
RTS Solutionz Inc.
RuSat LLC
Russelectric Inc.
S&P Capital IQ LLC
Sage Communications LLC
Salesforce.com Inc.
Sanden High Assurance Solutions LLC
Sandown Travel (Pty.) Ltd.
Sangikyo Eos Corp.
SAP America Inc.
Sat Corp.
Satcom Direct Inc.
Satcube AB
Satellite Engineering Group
Satellite Industry Assoc., The
Satellite Network Inc.
Satprof Inc.
SatService GmbH
Satstar Ltd.
Schneider Communications
Schneider Electric USA Inc.
Schneider Group OOO
Secretaria de Estado de Fazenda
Secretaria Municipal de Fazenda
Sectek Inc.
Sed Systems
ServiceNow Inc.
SES Astra SA
SevOne Inc.
Sharaf Travels LLC
Sharp Electronics Corp.
Shentel Communications LLC
SHI International Corp
Siam Systems Inc.

Sicotel Communications
Síminn HF
Simon Kucher & Partners, Strategy &
Marketing Consultants LLC
Singapore Exhibition Services Pte. Ltd.
Singapore Telecommunications Ltd.
Singapore, Government of, Inland Revenue
Authority
Site Seven Media T/A Tower Xchange
Skylink Technology Inc.
Smart Africa Secretariat
Software Technology Parks of India
Sojitz Toruist Corp.
Sonepar Deutschland Region Sud GmbH
South Africa, Government of, Revenue
Services
South Korea, Government of, Daejeon
District Tax Office
Southern California Edison Co.
Space Data Association
Space Logistics LLC
Space News Inc.
Space Systems/Loral LLC
Spaceflight Industries Inc.
Spark New Zealand Trading Ltd.
Specialty Microwave Corp.
Speedcast Australia Pty. Ltd.
Spirent Communications plc
Stillpoint Capital LLC
STN plc
Stoeth, Michael
Storytech Consulting LLC
Successfactors Inc.
Sughrue Mion PLLC
Sundun Inc. of Washington
Sunizo LLC
SupremeSAT (Pvt.) Ltd.
Sure Power Inc.
Switch Inc.
T. Rowe Price Services Inc.
Tableau Software Inc.
Tata Communications (America) Inc.
Tata Communications (Japan) KK
Tata Communications Canada Ltd.
Technical Interiors Inc.
Tecom Investments

TELE Greenland A/S
Telecom Argentina SA
Telecomm Strategies LLP
Telefonica Compras Electronicas
Telefonica Global Services GmbH
Telefonica UK Ltd.
Telenor Satellite AS
Telespazio Brasil SA
Telkom SA Soc. Ltd.
Telkom SR Ltda.
Teneo Strategy LLC
Tessco Inc.
Thales Alenia
Thales Alenia Space
Therma LLC
Thomson Reuters West (Serengeti)
TICRA Fond
Tinsky Connect (Pty.) Ltd.
TMF Services (China) Co. Ltd.
Toole's Lawn & Landscape
Tovey/Shultz Construction Inc.
TR Design Group Inc.
Trace International Inc.
Trane US Inc.
Trans World Radio
Triay Stagnetto Neish
Trock Media Solutions LLC
TST Kommunikationstechnik GmbH
T-Systems
TTP Group Plc
Tysons Corner Office I LLC
U.S. Bank NA
UHP Networks Inc.
United Healthcare Insurance Co.
United Rentals Inc.
United States, Government of the,
Department of the Treasury

United States, Government of the, Federal
Communications Commission
Universitat der Bundeswehr Munchen
Unum Ltd.
US Engineering Co.
Usen's Botanical Menagerie
Ventura, County of (CA)
Verizon Business Global LLC
Verizon Communications Inc.
Vertex Antennentechnik GmbH
Vertiv Corp.
Vgem Elfersgayseb
Victoria BC Asseossoria Em Logistica Ltda.
Vimm Uk Ltd.
Vision Accomplished Inc.
Vision Service Plan Inc.
Vizuall Inc.
Vodacom Group
W.B. Walton Enterprises Inc.
Wach-Und Schliessinstitut Weingaertner
Warner Telecomm Ltd.
West LLC
Western Pacific Maintenance
Western Union Business Solutions (UK)
Ltd.
Wilmington Trust FSB
WISAG Gebaeude und Industrieservice
Hessen GmbH & Co. KG
Work Microwave GmbH
Work Microwave Inc.
Workiva Inc.
WTD Holdings Inc.
XO Communications LLC
Yancey Power Systems
Zeitz Blitzschutzsysteme GmbH
ZTE Peru
Zurich International Life Ltd.

Schedule 2

Former Clients

Albright Stonebridge Group LLC
Appaloosa, L.P.
Apple Promotions Inc.
BT Americas Inc.
Cable News & Business Channel - CNBC
CohnReznick LLP
Deloitte Consulting LLP
Deloitte Tax, LLP
Deloitte Tohmatsu Tax Co.
Deloitte Touche Tohmatsu Consultores
LTDA
Deloitte Transactions and Business
Analytics LLP
Eaton Vance (Funds)
Eaton Vance Management Inc.
Hartford Financial Services Group
Hyundai Marine & Fire Insurance Co. Ltd.
INET Mexico
Iron Mountain SA (PTY) Ltd.
Israel Aerospace Industries Ltd.
Janus Capital Management, LLC
Jones Day
Metracom
Moelis
Napier Park Global Capital (US), L.P.
Oanda Corporation
PointState Capital, L.P.
Price Waterhouse & Co. LLP
Pricewaterhouse Coopers
Pricewaterhouse Coopers Luxembourg
PricewaterhouseCoopers GmbH
PricewaterhouseCoopers Inc.
PricewaterhouseCoopers LLP
Pricewaterhouse Coopers Private Limited
PricewaterhouseCoopers SC
PricewaterhouseCoopers Singapore Pte Ltd.
Putnam Investment Management, LLC
Raytheon Company
Scotia Capital, Inc.
Shanghai Deloitte Tax Ltd. Beijing Branch
Showtime Networks, Inc.
Shred It South Africa
Shred It USA

Sodexo SA
Sound Point Capital Management LP
Telespazio S.p.A.
Trace International, Inc.
Turner Broadcasting System, Inc.
Tyco Fire Security & Service Pte Ltd.
Whitebox Advisors, LLC
National Bank of Canada

Schedule 3

Current Clients

Aberdeen Standard Investments (U.S.)	Barclays Capital Inc.
Aegon USA Investment Management, LLC	Barings, LLC
AIG Europe Limited	BDO Tax & Accounting
AIG Group	Benefit Street Partners LLC
AIG Insurance Company China Limited	BlackRock Advisors, LLC
Beijing Branch	BlackRock Financial Management Inc.
AIG Insurance Company JSC	BlackRock Fund Advisors
AIG Kenya Insurance Company Ltd.	BlackRock Institutional Trust Company, NA
AIG Seguros Brasil SA (AON PLC)	Bloomberg L.P.
Airbus Defence and Space	Blue Wolf Group LLC
Airbus Defense and Space SAS	BMO Asset Management U.S.
Akin Gump Strauss Hauer & Feld LLP	BMO Capital Markets
Alcentra Limited	BNP Paribas
Alcentra NY LLC	BNP Paribas Securities Corporation
AlixPartners, LLP	Boeing Satellite Systems, Inc.
AllianceBernstein Holding LP	Boston Consulting Group AG
AllianceBernstein L.P.	Boston Consulting Group Inc.
AllianceBernstein, L.P. (U.S.)	BUPA
Allianz	Canyon Capital Advisors, LLC
Allianz Global Investors U.S., LLC	Capita International Financial Services Ltd.
Allianz Seguros SA	Carlson Capital LP
Alliansgi Global Investors	CB Richard Ellis Group Inc.
Allstate Investment Management Company	CBRE Dubai LLC
Allstate Investments, LLC	CBRE SA Luxembourg
Allstate Life Insurance Company	CBS Broadcasting Inc. (USA)
Alvarez & Marsal	CBS Newspath
Angelo Gordon & Company LLP	CBS Sports Network
Aon Consulting	CBS, Inc.
Aon Risk Services Companies Inc.	CenturyLink
Aon UK Limited	CenturyLink Argentina S.A.
Apollo Capital Management LP	CenturyLink Colombia S.A.S.
Apollo Credit Management, LLC	CenturyLink Comunicacoes Do Brasil
Apollo Capital Management, L.P.	LTDA
Appextremes Inc.	Chubb Brasil Seguros SA
Aramex Emirates LLC	Chubb Limited
Ares Management Corporation	Cintas Corporation
Ares Management, LLC	Cisco Systems, Inc.
AXA Assurance Vie Luxembourg SA	Cision US Inc.
AXA Life Insurance Singapore Pte Ltd.	Citadel Advisors, LLC
Bain Capital Credit, L.P.	Citibank, N.A.
Bank of America Merrill Lynch	Citigroup Global Markets, Inc.
Bank of America, N.A.	CK SA
Barclays Bank Plc	Comcast

Comcast Cable Communications Management, LLC
Comcast Media (Massachusetts)
Comcast Sports
Comcast SportsNet NY
Comcast SportsNet Philadelphia
Comcast SportsNet-Mid Atlantic
Comcast Wholesale
Compliance & Ethics Learning Solutions d/b/a SAI Global
Credit Suisse AG
Credit Suisse Alternative Capital, LLC
Credit Suisse Securities (USA) LLC
Credit Suisse USA LLC
D.E. Shaw & Company, L.P.
Davidson Kempner Capital Management, L.P.
Deutsche Bank AG New York Branch
Deutsche Investment Management Americas
Deutsche Bank AG, London
Diligent Corporation
Dimensional Fund Advisors, L.P. (U.S.)
Duff & Phelps
EADS-Multicoms
Ericsson AB Ghana
Ericsson AB Succursale Benin
Ericsson Television Inc.
ESPN
ESPN Deportes
ESPN Network Traffic (Sports)
ESPN News (Assignment Desk)
ESPN Sur
ESPN, Inc.
Exxon/Mobil
Federal Express (Australia) Pty Ltd.
Federal Express Corporation (Brazil)
Federal Express Corporation (Japan)
Federal Express Europe Inc.
Federal Express Singapore Pte Ltd.
Fenner & Smith Inc.
Fidelity ADT (Pty)
Fidelity Management & Research Company
FMR LLC
Franklin Advisers, Inc.
Franklin Mutual Advisers LLC
Frontier Communications Corporation
FS KKR Capital Corp.

FTI Consulting Inc.
GE Power Electronics Inc.
GE Zenith Controls Inc.
Generali
Generali Deutschland
Generali Deutschland Verischerung AG
Generali Pensions Management GmbH
GoldenTree Asset Management, L.P. (U.S.)
Goldman Sachs & Co. LLC
Goldman Sachs Asset Management, L.P. (U.S.)
Goldman Sachs Bank USA
Goldman Sachs Lending Partners
Goldman Sachs Lending Partners LLC
Golf Channel News Department
Google Inc.
Grant Thornton
GSO / Blackstone Debt Funds Management, LLC
Guardian Investor Services LLC
HBO Latin America Production Services, L.C.
HBO – Strategic
Healthcare of Ontario Pension Plan
Hearst Television, Inc.
Highbridge Capital Management, LLC
Highland Capital Management LP
Home Box Office, Inc.
HSBC Bank USA
HSBC Global Asset Management (USA), Inc.
HSBC Trinkaus & Burkhardt AG
Inmarsat Inc.
Inmarsat Solutions B.V.
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
Jeffrey Stein
Johnson Controls Inc.
JP Morgan Asset Management
JP Morgan Chase Bank NA
JP Morgan Security LLC
KKR Asset Management LLC
KKR Credit Advisors (US), LLC
KKR FI Advisors LLC
Kohlberg Kravis Roberts & Co.
KPMG AG
KPMG Argentina

KPMG Auditores Independentes
KPMG Hong Kong
KPMG LLP
KPMG SA
Level 3 Communications LLC
Liberty Mutual Group
LinkedIn Corporation
Lloyd's of London
Loews Corp.
Loews Corp. (Asset Management)
Lord, Abbett & Co., LLC (Asset Management)
Loyens & Loeff Luxembourg Sarl
MacQuarie Capital Group Limited
Major League Baseball Network
Manulife Asset Management (US) LLC
Manulife Investment Management (U.S.), LLC
Marathon Asset Management, L.L.C.
Marsh Japan
Marsh UK Ltd.
Marsh USA Inc.
Mellon Investments Corporation
Mercer (US) Inc.
Merrill Lynch
MetLife
MetLife Alico
MFS Investment Management
Michael Foreman
Microsoft Corporation
Mitsubishi Estate Building Management Co. Ltd.
Mitsubishi UFJ Financial Group
Mizuho
Morgan Stanley
Morgan Stanley Bank National Association
Morgan Stanley Investment Management Inc.
Morgan Stanley Senior Funding, Inc.
MSD Capital
MSNBC (Microsoft NBC)
MTV Asia
MTV Networks
MTV Networks, Latin America Inc.
Munich Re
Natixis Interepargne
NBC Facilities, Inc.

NBC News Channel
NBC Sports Network (NBCSN)
NBC Unisla
NBC Universal International Limited
NBC Universal International Networks
Spanish Latin America LLC
NBC Universal Media, LLC
Neuberger Berman Group LLC
Neuberger Berman Investment Advisers, LLC
New York Life Investment Management LLC
Nippon Hoso Kyokai
Northern Trust Investments, Inc.
Northrop Grumman Innovation Systems
NTT Communications Corporation
NTT Electronics America Inc.
NTT Finance Corporation
Oaktree Capital Management LP
Omega Advisors, Inc.
Orange
Orange CI SA
Orange PCS
Orange S.A.
Orange S.A. / Cameroun
Orange S.A. / Niger
Pacific Investment Management Company LLC
Pacific Life Insurance Company
Paul Hastings LLP
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Pentwater Capital Management, L.P.
PGIM Inc.
PIMCO
PineBridge Investments, LLC
PJT Partners LP
Providence Equity Partners Inc.
Prudential Investment Management Inc.
RBC Capital Markets, LLC
RBC CEES Guernsey Limited
RBC Dominion Securities, Inc.
Renaissance Washington DC Hotel
Royal Bank of Canada
SAI Global Compliance Inc.
Salesforce.com, Inc.
Schroder Investment Management North

America, Inc.
Seamless Alliance
SEI Private Trust Company
SG Americas Securities, LLC
Slate Path Capital, L.P.
Societe Generale
Sojitz Toruist Corporation
Solus Alternative Asset Management LP
Sonepar Deutschland Region Sud GmbH
Soros Fund Management, LLC
Space System/Loral
Space Systems/Loral LLC
SSC Space US Inc.
Symphony Asset Management LLC
T. Rowe Price Associates, Inc.
T. Rowe Price Services, Inc.
Tata AIG General Insurance Co. Ltd.
Telefonica
Telefonica UK Ltd.
Telespazio (Finmeccanica)
The Boeing Company
The Comcast Network (Philadelphia), LLC
The Guardian Life Insurance Company of America
The Vanguard Group, Inc.
Third Point, LLC
TIG Advisors, LLC
Tokio Marine Group
Towers Watson

UBS Asset Management (Americas) Inc.
UBS Financial Services, Inc. (Investment Advisor)
UBS Loan Finance
United Nations
USAA Capital Corporation
Vertiv Corporation Inc.
Vertiv GmbH
Viacom 18 Media Private Limited
Viacom International Inc.
Viacom International Media Networks U.K. Limited
Victory Capital Management, Inc.
Virgin Pulse Inc.
Virtus Group LP
Voya Investment Management, LLC
Warner Telecomm Ltd.
Wellington Management Company, LLP
Wells Capital Management, Inc.
Wells Fargo Bank, NA
Wells Fargo Securities, LLC
Wilmington Savings Fund Society, FSB
Wilmington Trust FSB
Wilmington Trust, NA
Xerox Corporation
York Capital Management LP
Zayo Group LLC
Zurich
Zurich International Life

Exhibit C

Foreman Declaration

Brian S. Lennon (*pro hac vice* pending)
Matthew Freimuth (*pro hac vice* pending)
Benjamin P. McCallen (*pro hac vice* pending)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

*Proposed Co-Counsel to the Special Committee
of Intelsat Connect Finance S.A.*

C. Thomas Ebel (VSB No. 18637)
W. Ashley Burgess (VSB No. 67998)
Eric C. Howlett (VSB No. 82237)
Klementina V. Pavlova (VSB No. 92942)
SANDS ANDERSON PC
P.O. Box 1998
Richmond, Virginia 23218-1998
Telephone: (804) 648-1636
Facsimile: (804) 783-7291

*Proposed Co-Counsel to the Special Committee
of Intelsat Connect Finance S.A.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
INTELSAT S.A., <i>et al.</i> , ¹)	Case No. 20-32299(KLP)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF MICHAEL FOREMAN
IN SUPPORT OF THE APPLICATION OF
INTELSAT CONNECT FINANCE S.A. FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF WILLKIE FARR & GALLAGHER LLP
AS CO-COUNSEL TO THE SPECIAL COMMITTEE OF INTELSAT
CONNECT FINANCE S.A. PURSUANT TO SECTION 327(e), 328(a),
AND 1107(B) OF THE BANKRUPTCY EFFECTIVE AS OF MAY 13, 2020**

I, Michael Foreman, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge and belief:

1. I am an independent director of Intelsat Connect Finance S.A. ("Intelsat Connect"), one of the above-captioned debtors and debtors in possession (the "Debtors"). I am also a member of the special committee of Intelsat Connect (the "Special Committee"). In such capacity, I am

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.stretto.com/intelsat>. The location of the Debtors' service address is: 7900 Tysons One Place, McLean, VA 22102.

generally familiar with the day-to-day operations, business and financial affairs, and books and records of Intelsat Connect and am authorized to submit this declaration (the “Declaration”).

2. I submit this Declaration in support of the *Application of Intelsat Connect Finance S.A. for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel to the Special Committee of Intelsat Connect Finance S.A. Pursuant to Sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code Effective as of May 13, 2020* (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Counsel

3. On May 7, 2020, Willkie Farr & Gallagher LLP (“Willkie”) and Intelsat Connect executed an engagement letter (the “Engagement Letter”) regarding the retention of Willkie as counsel acting at the sole direction of the Special Committee. I agree and accept the retention of Willkie as counsel on the terms of the Engagement Letter.

4. The Special Committee recognizes when selecting legal counsel in complex chapter 11 cases, a comprehensive review process is necessary to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

5. Ultimately, Intelsat Connect retained Willkie to render legal services at the sole direction of the Special Committee because, among other reasons, Willkie possesses complex chapter 11 experience, extensive local practice before this Court, and knowledge of this Court’s local rules and procedures, making Willkie substantively and geographically ideal to efficiently serve the needs of the Special Committee. Willkie has become very familiar with Intelsat

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Connect's operations, business, capital structure, and potential legal issues that may arise in the context of these chapter 11 cases. The Special Committee has determined that the retention of Willkie is in the best interest of the estate. Accordingly, I believe that Willkie is both well qualified and uniquely able to provide the specialized legal advice sought by the Special Committee going forward in an efficient and effective manner.

Rate Structure

6. As an individual that frequently serves in a fiduciary capacity, I have supervised outside counsel in other matters in the ordinary course of business. Willkie has informed Intelsat Connect that its standard rates for the representation of a debtor in a chapter 11 case are the same as the standard rates charged for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the invoices regularly submitted by Willkie, and have been informed by Willkie that the rates Willkie charged Intelsat Connect in the prepetition period for restructuring services are the same as the rates Willkie will charge Intelsat Connect in the postpetition period.

Cost Supervision

7. The Special Committee and Willkie expect to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures and any other orders of the Court for the period from May 13, 2020 to June 30, 2020, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Special Committee and Willkie. The Special Committee further recognizes that it is responsible to closely monitor the billing practices of Intelsat Connect to ensure the fees and expenses paid by the estate remain consistent with Intelsat Connect's expectations and the exigencies of the chapter 11 cases. The Special Committee will continue to review the invoices that Willkie regularly submits, and, together with Willkie, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Special Committee will continue to bring discipline, predictability, client involvement, and accountability to Willkie's fees and expenses reimbursement process. While every chapter 11 case is unique, Willkie's budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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